

**TEESTA VALLEY TEA CO. LIMITED.**

**Annual Report  
2019-2020**

**5 & 7 Netaji Subhas Road,  
Kolkata – 700 001**

# **TEESTA VALLEY TEA CO. LIMITED.**

**CIN :L15491WB1876PLC000347**

## **Board of Directors**

**Bharat Bajoria**  
**Managing Director**  
**Abha Bajoria**  
**Radhey Kant Dixit**  
**Mudit Bajoria**  
**Dhruv Bajoria**  
**Ram Kishan Nowal**

## **CFO**

**Bishu Charan Dalai**

## **Auditors**

**Basu Chanchani & Deb**  
**Chartered Accountants**  
**3, Chowringhee Approach**  
**Kolkata – 700 072**

## **Branch Auditor**

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

## **Banker**

**HDFC Bank Limited**

## **Registered Office**

**5 & 7, Netaji Subhas Road,**  
**Kolkata – 700 001**

## **Gardens**

**Teesta Valley Tea Garden**  
**Post – Rangli Rangliot , Dist – Darjeeling**  
**West Bengal – 734 226**

**Gielle Tea Garden**  
**Post – Rangli Rangliot , Dist – Darjeeling**  
**West Bengal – 734 226**

## **Transfer Registrar & Share Agents**

**Maheshwari Datamatics Pvt Ltd**  
**23, R. N. Mukherjee Road,**  
**Kolkata – 700 001**

**TEESTA VALLEY TEA CO. LIMITED**  
5 & 7, Netaji Subhas Road, Kolkata – 700 001  
Tel : 033 2248 3585/0313, 22482762 (Fax)  
e-mail : [accounts@teestavalley.com](mailto:accounts@teestavalley.com)  
website : [www.teestavalley.net](http://www.teestavalley.net)  
CIN : L15491WB1876PLC000347

**NOTICE**

Notice is hereby given that the 144<sup>th</sup> Annual General Meeting of the Members of Teesta Valley Tea Co. Ltd. will be held at "McLeod House", 3, Netaji Subhas Road, 2<sup>nd</sup> Floor, Kolkata: 700 001 on Thursday, the 31<sup>st</sup> December, 2020 at 03.00 P. M to transact the following business :-

**Ordinary Business**

1. To receive, consider and adopt the Audited Financial Statement, consisting of Balance Sheet as at 31<sup>st</sup> March, 2020 and the Profit & Loss Account and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2020 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Abha Bajoria (DIN 00277026) who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint Branch Auditors and to fix their remuneration.

**Special Business :**

4. 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 Sec.149, 150 & 152 read with Schedule IV 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) Mr. R K Nowal (DIN: 00310028) who was appointed as an additional Director on 14.11.2019, to hold the office as an Independent Director he and is hereby appointed as an Independent Director of the Company to hold the office for a period of five years w.e.f. 14.11.2019 i.e. from 14.11.2019 to 13.11.2024 and shall not be liable to retire by rotation.

5. 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 Sec.149, 150 & 152 read with Schedule IV 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) Mr. Dhruv Bajoria (DIN: 07935582) who was appointed as an additional Director on 14.11.2019, to hold the office as an Independent Director he and is hereby appointed as an Independent Director of the Company to hold the office for a period of five years w.e.f. 14.11.2019 i.e. from 14.11.2019 to 13.11.2024 and shall not be liable to retire by rotation.

Registered Office:  
5 & 7, Netaji Subhas Road,  
Kolkata: 700 001  
Dated: 5<sup>th</sup> December, 2020

By Order of the Board  
Teesta Valley Tea Co. Ltd

*Mudit Bajoria*  
Mudit Bajoria  
Director  
(DIN : 00015402)



## TEESTA VALLEY TEA CO. LIMITED

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

#### ITEM NO. 4 & 5

At the Board Meeting held on 14.11.2019 Mr. Dhruv Bajoria and Mr. R K Nowal were appointed as additional directors to hold office as Independent Directors, subject to the approval of the shareholders at the General Meeting.

In the opinion of the Board each of Mr. Dhruv Bajoria and Mr. R K Nowal fulfill the conditions specified in the Act and meets the criteria of independence specified in Sec.149(6) of the Act, and Rules made thereunder for appointment as Independent Directors. 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. 4 & 5 of the convening Notice for approval by the Share-holders of the Company.

Mr. Dhruv Bajoria and Mr. R K Nowal 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 of the Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in respect of the said resolutions.

#### **Information on Directors seeking Appointment / Re-appointment Pursuant to the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

##### **Item No.2 of the Notice**

Sl. No.	Particulars	Mrs. Abha Bajoria
1	Director Identification No. (DIN)	0277026
2	Date of Birth	28.01.1957
3	Date of First Appointment	31.07.1998
4	Qualification	Graduate
5	No. of Shares held	643
6	Nature of Expertise	40 years in General Administration
7	Relationship Between Directors Inter -Se	Wife of Mg. Director - Mr. Bharat Bajoria
8	Other Directorship	Mohanbari Investment Co. Pvt. Ltd. Birdie Trading Pvt. Ltd.

**TEESTA VALLEY TEA CO. LIMITED**

**Item No.4 of the Notice**

Sl. No.	Particulars	Mr. Dhruv Bajoria
1	Director Identification No. (DIN)	07935582
2	Date of Birth	21.11.1994
3	Date of First Appointment	14.11.2019
4	Qualification	Graduate
5	No. of Shares held	NIL
6	Nature of Expertise	5 years of Industrial & Administration Experience
7	Relationship Between Directors Inter - Se	Son of Other Director - Mr. Mudit Bajoria
8	Other Directorship	The Bormah Jan Tea Co. (1936) Ltd. Langlai Tea And Industries Ltd. Baghmari Tea Co. Ltd. Classique Trade Holdings Ltd. Sabrang Steel Private Limited

**Item No.5 of the Notice**

Sl. No.	Particulars	Mr. Ram Kishan Nowal
1	Director Identification No. (DIN)	00310028
2	Date of Birth	17.11.1954
3	Date of First Appointment	14.11.2019
4	Qualification	B.Com.
5	No. of Shares held	NIL
6	Nature of Expertise	45 years in Accounts & Taxation
7	Relationship Between Directors Inter -Se	None
8	Other Directorship	Orlando Holdings Ltd. Sentinel Financial Services Pvt. Ltd. Zen Industrial Services Ltd. The Tingamira Tea Seed Co. Ltd.

Registered Office:  
5 & 7, Netaji Subhas Road,  
Kolkata: 700 001  
Dated: 5<sup>th</sup> December, 2020

*Mudit Bajoria*  
By Order of the Board  
Teesta Valley Tea Co Ltd  
Mudit Bajoria  
Director  
DIN : 00015402



## TEESTA VALLEY TEA CO. LIMITED

### 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 Register of Members and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> December, 2020 to 31<sup>st</sup> December, 2020 (both days inclusive).
- c) 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.
- d) 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.
- e) In case of joint holders, attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the meeting.
- f) **Instruction on e-voting :** In compliance with section 108 of the Companies Act 2013, Rule 20 of the Companies (Management and Administration) Rule 2014 and amended and Clause 35B of the Listing Agreement, the company has provided a facility to the members to exercise their votes electronically (remote e-voting) through electronic voting service facility arranged by CDSL. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
- g) The voting rights of the members shall be in proportion to their shares in the paid up equity share capital of the company as on the cutoff date of 24<sup>th</sup> December 2020 i.e. the cut off date, are entitled to vote on the Resolutions set forth in this notice.
- h) The members may cast their votes on electronic voting system from a place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Monday 28<sup>th</sup> December 2020 and will end at 5.00 p.m. on Wednesday 30<sup>th</sup> December 2020. In addition, the facility for physical voting shall also be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting or through Ballot form, shall be eligible to vote at the AGM. The company has appointed Mr. Babu Lal Patni (FCS-2304) Practising



Company Secretary, to act as the Scrutinizer, to scrutinise the entire e-voting process in a fair and transparent manner. The members desiring to vote through remote e-voting are requested to refer to the detailed procedure given as under :

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on the Shareholders.
- 3) Now, select the "Teesta Valley Tea Co Limited", from the drop down menu and click on "SUBMIT".
- 4) Now enter your user ID :
  - a) For CDSL – 16 digits beneficiary ID.
  - b) For NSDL – 8 Character DP ID followed by 8 Digits Client ID.
  - c) Members holding shares in physical form should enter folio number registered with the company.
- 5) Next enter the image verification as displayed and click on login.
- 6) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, than your existing password is to be used.
- 7) If you are first time user follow the steps given below :

	For Members holding shares in Demat form and physical form
PAN	<p>Enter your 10 digits alpha-numeric *PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>- Members who have not updated their PAN with the Company/Depository participant are requested to use the first two letters of their name and the 8 digit of the sequence number in the PAN field.</li> <li>- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Tarun Dutta with the sequence number 1 then enter TA00000001 in the PAN field.</li> </ul>
Dividend Bank details or Date of Birth (DOB)	<p>Enter the Dividend Bank details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>- If both the details are not recorded with the depository or company please enter the member id/foilo number in the Dividend Bank Details filed as mentioned in instruction (3).</li> </ul>

- 8) After entering these details appropriately, click on "SUBMIT" tab.
- 9) Members holding shares in physical form will then directly reach the company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password filed. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on



which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- 10) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- 11) Click on the EVSN for the relevant {Teesta Valley Tea Company Limited} on which you choose to vote.
- 12) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 13) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- 14) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK" else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 15) Once your "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- 16) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- 17) If a demat account holder has forgotten the login password then enter the user ID and the image verification code and click on Forgot Password and enter the details as promoted by the system.
- 18) Note for Non-Individual Shareholders and Custodians :
  - a) Non-individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and registered themselves as Corporates.
  - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c) After receiving the login details a Compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - d) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in the favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 19) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQ) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



- i. The notice of annual general meeting will be sent to the members electronically, whose names appear in the register of members/depositories as at closing hours of business on 5th December, 2020 and who have registered their email id with the Company/Registrar. Members may download the notice from the website of the Company.
- j. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 24<sup>th</sup> December, 2020. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
- k. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of Annual General Meeting and holding shares as of the cut-off date, i.e., 24<sup>th</sup> December, 2020, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- l. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, voting through Ballot Form, as well as voting at the Annual General Meeting through polling paper.
- m. Mr. Babu Lal Patni, Practicing Company Secretary (Membership No. FCS 2304), has been appointed as the Scrutinizer to scrutinize the remote e-voting process (including the Ballot Form received from the Members who do not have access to the remote e-voting process) in a fair and transparent manner.
- n. At the Annual General Meeting, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting for all those members who are present but have not cast their vote electronically using the remote e-voting facility or Ballot Form.
- o. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes at the Annual General Meeting, 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 make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- p. The Chairman or a person authorized by him in writing shall declare the result of voting forthwith.
- q. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.teestavalley.net](http://www.teestavalley.net) and on the website of CDSL, [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) immediately after the result declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to The Calcutta Stock Exchange Limited, where the shares of the Company are listed.

Registered Office:  
5 & 7, Netaji Subhas Road,  
Kolkata: 700 001  
Dated: 5<sup>th</sup> December, 2020

By Order of the Board  
Teesta Valley Tea Co. Ltd

  
Mudit Bajoria  
Director  
(DIN : 00015402)

**DIRECTORS' REPORT**  
**OF**  
**TEESTA VALLEY TEA COMPANY LTD.**

**TO THE MEMBERS**

Your Directors take pleasure in presenting the 144<sup>th</sup> Annual Report together with the Audited Statement of Accounts for the Financial Year ended 31<sup>st</sup> March 2020.

**FINANCIAL RESULTS & PERFORMANCE**

Particulars	2019-20	2018-19
Total Revenue	15,84,91,073	17,40,28,419
Total Expenses	16,15,47,240	16,72,45,709
Profit/ (Loss) before Depreciation & Tax	(30,56,167)	67,82,710
Depreciation	(51,82,427)	58,63,522
Profit Before Tax	(82,38,594)	9,19,188
Tax Expenses - Current Tax	-	1,50,000
Deferred Tax	1,52,146	(1,61,798)
Profit/ (Loss) for the Year	(80,86,448)	9,30,986
Other Comprehensive Income	--	--
Total Comprehensive Income for the year	(80,86,448)	9,30,986
Balance brought forward from previous year	14,47,94,295	14,43,63,309
Balance available for appropriations	13,67,07,847	14,52,94,295
Dividend	--	--
Tax on Dividend	--	--
Transfer to General Reserve	--	5,00,000
Balance carried forward	13,67,07,847	14,47,94,295

**DIVIDEND**

Due to loss, your Directors do not recommend any dividend for the year ended 31<sup>st</sup> March, 2020. The dividend on Redeemable Cumulative Preference Shares also not recommended as a company having commitment of Capital Expenditure.

**TRANSFER TO RESERVES**

The Directors do not propose to transfer to the General Reserve out of the amount available for appropriation and an amount of Rs. 13,67,07,847 /- is proposed to be retained in the Profit & Loss Account.

**OPERATIONS**

During the year 3,85,070 kgs of tea was manufactured as against 3,69,984 kgs in the previous year. During the year under review, the production of the Company was higher due to good and favourable weather conditions.





## **CORPORATE SOCIAL RESPONSIBILITY**

The two Tea Gardens of the Company in Darjeeling, Teesta Valley and Gielle, are situated in the most beautiful valley of Himalaya, facing Kanchen jungha 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.

Provisions of Section 135 of the Companies Act, 2013 relation to constitution of Corporate Social Responsibility Committee and compulsory expenditure on Corporate Social Responsibility Activities are not applicable to the Company during the year.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors 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 judgments' and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit/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.
5. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
6. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **DIRECTORS & KEY MANAGERIAL PERSONNEL**

Since the last Report, Mr. Dhruv Bajoria (DIN:07935582) and Mr. Ram Kishan Nowal (DIN:00310028) has been appointed as additional directors of the company on 14<sup>th</sup> November 2019 and they will hold office as such upto the date of the forthcoming Annual General Meeting to hold office as independent director according to Section 161 of the Companies Act, 2013 read with the Article – 111 of the Article of Association of the Company. Mr. Dhruv Bajoria and Mr. Ram Kishan Nowal have submitted to the Company their consent, pursuant to the provision of Sec.152(5) of the Companies Act, 2013, to act as Independent Director if appointed.

A notice in term of Section 160 of the Act, has been received from a member proposing their appointment as Independent Director of the Company at the Board Meeting.

Mrs. Abha Bajoria (DIN 00277026) will retire by rotation at the forthcoming Annual General Meeting and



As on 31.03.2020, the company had two Key Managerial Personnel, being Mr. Bharat Bajoria, Managing Director, and Mr. Bishnu Charan Dalai, CFO.

Miss Kavita Choudhary, Company Secretary resigned on 14.06.2019. The Independent Directors have submitted their disclosure to the Board that they meet the criteria as stipulated in Section 149 (6) of the Companies Act, 2013.

The Board met Nine times during the year on 17.04.2019, 22.05.2019, 30.05.2019, 20.06.2019, 14.08.2019, 22.10.2019, 14.11.2019, 27.01.2020, 05.02.2020 and 14.02.2020. The interval gap between any two Board meetings was within the period as prescribed by the Companies Act, 2013.

The Details of the Board meeting and General meeting are given in Annexure - I.

### **BOARD EVALUATION**

The Board carried out an annual performance evaluation of its own performance, the Individual directors as well as the working of the Committees of the Board. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the non-independent directors was carried out by the independent directors.

### **AUDIT COMMITTEE**

The Audit Committee of the Board as on 31<sup>st</sup> March 2020 Consisted of Mr. Radhey Kant Dixit, as Chairperson and Mr Mudit Bajoria and Mrs Abha Bajoria as members.

All the recommendations made by the Audit Committee were accepted by the Board.

The Committee met four times during the year on 30.05.2019, 14.08.2019, 14.11.2019 and 14.02.2020.

### **NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee of the Board as on 31<sup>st</sup> March 2020 Consisted of Mr. Mudit Bajoria, as Chairperson and Mr Radhey Kant Dixit and Mrs Abha Bajoria as members.

The Committee met twice during the year on 17.04.2019 and 14.11.2019.

### **SIGNIFICANT AND MATERIAL ORDERS BY REGULATORS**

No significant and material orders have been passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operational in the future.

### **DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.**

The required details are provided in Annexure 'II' annexed to this Report .

### **DISCLOSURE UNDER RULE 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

There is no employee drawing remuneration in excess of the limits prescribed under Rule 5(2) of The Companies (Appointment) Rules, 2014. The required details are provided in Annexure 'II' annexed to this Report.



#### **PREVENTION OF INSIDER TRADING:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

All the Directors and designated employees have confirmed compliance with the Code.

#### **INTERNAL FINANCIAL CONTROLS:**

The Company has following systems and processes in place so as to implement effective and robust internal financial controls :

**Policies** : Key policies are defined, understood and enforced in the organization.

**Operating Procedures** : Clearly defined, detailed and harmonized procedures have been devised and implemented across the organization.

**Behaviour** : The culture of compliance with laid down guidelines and procedures is evident through the actions and behavior of individuals and teams.

**Clearly defined roles and responsibilities** : Roles and responsibilities are clearly defined for each and every employee of the company. It helps the employees in understanding and adhering to the applicable systems and processes.

Further, during the year the company appointed M/s Sushmita Mukhopadhyay & Associates, Chartered Accountants, Kolkata as an Internal Auditor. The firm is authorized by the Audit Committee to access the adequacy and compliance of internal control process, statutory requirements etc. The Audit Committee met regularly to review reports submitted by the Internal Auditor. The Audit Committee upon discussion with Internal Auditor set up applicable control measures for the Company.

#### **VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

#### **RISK MANAGEMENT POLICY:**

Pursuant to section 134(3) (n) of the Companies Act, 2013, the Board of directors of the Company has adopted a Risk management Policy of the Company. The Company manages, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives.

The Company has introduced several improvements to Integrated Enterprise Risk Management, Internal Controls Management and Assurance Frameworks and processes to drive a common integrated view of risks, optimal risk mitigation responses and efficient management of internal control and assurance activities. This integration is enabled by all three being fully aligned across Group wide Risk Management, Internal Control and Internal Audit methodologies and processes.



## **ISSUE OF SHARES:**

During the Financial year ended 31<sup>st</sup> March, 2020:

- i) The Company has not granted any Employees Stock Option.
- ii) The Company has not issued any Sweat Equity Shares.
- iii) The Company has not issued any equity shares with differential rights.
- iv) The Company has not allotted any bonus shares during the year.

## **CODE OF CONDUCT:**

The Company has a Code of Conduct which is applicable to directors and management personnel of the Company. The Company believes in conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations.

The Code lays down the standard procedure of business conduct which is expected to be followed by the directors and management personnel in their business dealings and in particular on matters relating integrity in the work place, in business practices and complying with applicable laws etc.

All the directors and management personnel have submitted declaration confirming compliance with the code.

## **DETAILS REGARDING SUBSIDIARIES:**

The Company not has any Subsidiaries Company/Associate Companies/Joint Venture during the financial year.

## **DEPOSITS**

The Company has neither accepted nor renewed any deposits during the year under review.

## **GOING CONCERN STATUS**

No significant and material orders have been passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operation in the future.

## **MATERIAL CHANGES AFTER END OF THE FINANCIAL YEAR**

No Material changes and commitments which could affect the financial position of the Company, have occurred between the end of the last financial year and the date of this Annual Report.

## **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT**

The Particulars of loans, guarantees and investment have been disclosed in the financial statements for the year ended on 31<sup>st</sup> March 2020.

## **TRANSACTIONS WITH RELATED PARTIES**

All contracts/arrangements/transactions entered by the company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the company had not entered into any contracts/arrangements/transactions with related parties which could be considered material in accordance with the policy of the company on materiality of related party transactions.

Your directors draw attention of the members to Note no. 30 to the financial statement which sets out



## **AUDITORS**

M/s. Basu Chanchani & Deb, Chartered Accountants (Firm Registration No. 304049E) Kolkata were appointed by the Members at the 143<sup>rd</sup> Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of 148<sup>th</sup> Annual General Meeting to be held in 2024. The Company has received confirmation from the firm to the effect that their continuing appointment, would be within the prescribed limit under the Companies Act, 2013.

## **BRANCH AUDITORS**

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

## **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 31.03.2020, does not fully relate to the current year, the Management decided not to provide the value of Gratuity as on 31.03.2020.

## **SECRETARIAL AUDIT**

In terms of the requirement of Section 204 of the Companies Act, 2013 the Secretarial Audit of the Company for the year ended on 31<sup>st</sup> March 2020 was conducted by Babu Lal Patni, Company Secretary. The Secretarial Auditor's Report is attached to this report as Annexure III and forms part of the Director's Report. As regards, procedural lapses are concerned, effective steps are being taken to remove those lapses.

## **ANNUAL RETURN**

The extract of Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 is attached to this Report as Annexure IV. A copy of extract of Annual Return is hosted on company's website at [www.teestavalley.net](http://www.teestavalley.net).

## **PARTICULARS OF EMPLOYEES**

The required details are provided in Annexure 'II' annexed to this Report.

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

A statement giving details of conservation of energy and technology absorption and foreign exchange earnings and outgo in accordance with Rule 8 (3) of the Companies (Accounts) Rules, 2014 is attached to this report as Annexure V.

## **DEMATERIALISATION 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).





## 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, our 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 Concerns and Threats

Your Company has two Tea Plantation unit i.e. Teesta Vally and Geille for producing quality of 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 Plantation, 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.

### AMALAGAMATION

The Scheme of Amalgamation of The Bormah Jan Tea Company (1936) Limited with the Company has been approved by the shareholders of the Company on 28<sup>th</sup> March, 2018 at the meeting convened pursuant to the order dated 2<sup>nd</sup> February, 2018 passed by the NCLT Kolkata bench. The same is pending before NCLT for final order.

### EMPLOYEE RELATIONS

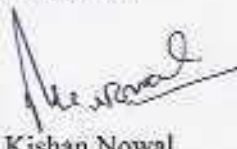
The Company has a large work force employed on tea estates. The welfare and well being of the workers are monitored closely.

In terms of requirements of Section 4 of the Sexual Harassment of Woman at workplace (Prevention, Prohibition and Redressal) Act, 2013 the company has formed Internal Complaints Committees for its workplaces. During the year, no complaint regarding sexual harassment was received by the said committees.

Your Board of Directors wish to place on record its sincere appreciation for the dedicated services rendered by the executives, staff and workers at all levels for smooth functioning of the tea estates.

  
Bharat Bajoria  
Managing Director  
DIN : 00109241

  
Mudit Bajoria  
Director  
DIN : 00015402

  
Ram Kishan Nowal  
Director  
DIN: 00310028

Registered Office :  
5 & 7, Netaji Subhas Road,  
Kolkata - 700 001.  
Dated : 5<sup>th</sup> December, 2020



**ANNEXURE- I**

**PARTICULARS OF BOARD MEETINGS HELD DURING THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

S.No	Date of Meeting	Bharat Bajoria, M.D.	Abha Bajoria	Radhey Kant Dixit	Mudit Bajoria	Dhruv Bajoria	Ram Kishan Nowai
1	17 <sup>th</sup> April, 2019	Present	Present	Present	Present	N.A.	N.A.
2	22 <sup>nd</sup> May, 2019	Present	Present	--	Present	N.A.	N.A.
3	30 <sup>th</sup> May, 2019	Present	Present	Present	Present	N.A.	N.A.
4	20 <sup>th</sup> June, 2019	Present	Present	Present	Present	N.A.	N.A.
5	14 <sup>th</sup> August, 2019	Present	Present	Present	Present	N.A.	N.A.
6	22 <sup>nd</sup> October, 2019	Present	Present	--	Present	N.A.	N.A.
7	14 <sup>th</sup> November, 2019	Present	Present	Present	Present	Present	Present
8	27 <sup>th</sup> January, 2020	Present	Present	Present	Present	Present	Present
9	05 <sup>th</sup> February, 2020	Present	Present	Present	Present	Present	Present
10	14 <sup>th</sup> February, 2020	Present	Present	Present	Present	Present	Present

**PARTICULARS OF GENERAL MEETINGS HELD DURING THE LAST THREE FINANCIAL YEARS**

S.No	Financial Year	Type of Meeting	Date	Time	Venue
1.	2017-2018	AGM	21 <sup>st</sup> Sept., 2017	11.00 A.M.	3, Netaji Subhas Road, Kolkata - 700 001
		NCLT convened Meeting	28 <sup>th</sup> March, 2018	01.00 P.M.	-do-
2.	2018-2019	A G M	21 <sup>st</sup> December, 2018	05.00 P.M.	3, Netaji Subhas Road, Kolkata - 700 001
3.	2019-2020	A G M	30 <sup>th</sup> September, 2019	03.00 P.M.	3, Netaji Subhas Road, Kolkata - 700 001

*[Handwritten signatures]*

**ANNEXURE-II**

**INFORMATION PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

**(1) Ratio of the remuneration of each Director/KMP to the median remuneration of all the employees of the Company for the financial year:**

Median remuneration of all the employees of the Company For the financial year 2019-2020	Rs 46,425/-
The percentage increase in the median remuneration of employees in the financial year	3.37 %
The number of permanent employees on the rolls of company as on 31 March ,2020	1676

<b>Name of Director</b>	<b>Ratio of remuneration to median remuneration of all employees</b>	<b>% increase in remuneration in the financial year 2019-2020</b>
<b>Executive Directors</b>		
Mr Bharat Bajoria, Managing Director	23.34 : 1	12.45 %
<b>Non Executive Directors</b>		
Mrs. Abha Bajoria	0.43 : 1	No Increase
<b>Independent Directors</b>		
Mr. Mudit Bajoria	0.43 : 1	No Increase
Mr. Radhey Kant Dixit	0.43 : 1	No Increase
Mr. Dhruv Bajoria	Nil	N.A
Mr. Ram Kishan Nowal	Nil	N.A
<b>Key Managerial Person</b>		
Mr. Bishnu charan Dalai, C F O	Nil	No Increase
Miss Kavita Choudhary, Company Secretary	0.39 : 1	No Increase

**Notes:**

1) The ratio of remuneration to median remuneration is based on remuneration paid during the period 1<sup>st</sup> April 2019 to 31<sup>st</sup> March 2020.

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(2) 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:

Average percentile made in the salaries of employees other than the Key managerial personnel in the last financial year i.e 2019-20 was 3.37% where as the increase made in the Key managerial remuneration for the same financial year was 12.45 %).

(3) Remuneration is as per the remuneration policy of the Company : The remuneration paid during the financial year ended 31<sup>st</sup> March 2020 is in terms of the Remuneration Policy of the Company.

(4) DISCLOSURE UNDER RULE 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 :

A. List of top 10 Employees:-

Name of the Employee	Designation	Remuneration Paid*	Nature of Employment, whether contractual or otherwise	Qualifications and Experience	Date of commencement of employment	Age (years)	Last employment held before joining the Company	Name of the Director of the Company who is relative
Bharat Bajoria	Managing Director	10,83,600	Employee	B.Sc.	01.06.1990	67	N.A.	Self
Joy Majumder	Manager-Marketing	8,46,000	Employee	B.Sc.	15.06.2002	57	HMP Group	N.A.
Abhishek Dev	CEO (Tech.)	7,14,000	Employee	B.A	16.02.2004	48	Jayshree Tea & Industries	N.A.
Diman Ghosh	Assistant Manager	7,58,567	Employee	B.Com,Diploma in Tea Management	08.01.2001	48	N.A.	N.A.
B D Hore	Manager	6,47,450	Employee	B.com	15.07.2004	46	N.A.	N.A.
K Chaturvedi	Supd. Manager	6,13,525	Employee	B.A.	01.06.1975	74	N.A.	N.A.
M K Mothay	Assistant Manager	4,90,360	Employee	B.Sc.	05.12.2006	63	N.A.	N.A.
Birendra Chhetri	Field Assistant	4,52,295	Employee	H.S	01.01.1981	58	N.A.	N.A.
S P Singh Rathoure	Assistant Manager	4,29,525	Employee	B.Com	15.11.2018	42	N.A.	N.A.
A D Rozaria	Manager	3,38,404	Employee	B.Sc.	06.10.1986	59	N.A.	N.A.

\* Remuneration includes salary, allowances, bonus and value of certain perquisites evaluated on the basis of Income Tax Act and Rules.

B. There is no employee employed throughout the financial year who was in receipt of remuneration in excess of one crore and two lacs rupees per annum.

C. There is no employee employed for a part of the financial year who was in receipt of remuneration in excess of eight lacs and fifty thousand rupees per month.

BABU LAL PATNI  
COMPANY SECRETARY

51, NALINI SETT ROAD  
5<sup>TH</sup> FLOOR, ROOM NO 19  
KOLKATA - 700 007  
TEL NO: 2259-7715/6  
Email id: patnibl@yahoo.com

FORM No MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020

*[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,  
Teesta Valley Tea Co Ltd  
5 & 7 Netaji Subhas Road  
Kolkata-700001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Teesta Valley Tea Co Ltd (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Teesta Valley Tea Co Ltd'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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2020 generally complied with the statutory provisions listed hereunder and also the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Teesta Valley Tea Co Ltd ("the company") for the financial year ended on 31<sup>st</sup> March, 2020 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') 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 of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):





- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the Audit Period).
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the Audit Period).
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period).
  - f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period).
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the Audit Period).
- vi) The other laws that are applicable and complied by the company are:
- i) The Tea Act, 1953
  - ii) Food Safety Standard Act, 2006.
  - iii) Plantations Labour Act, 1951

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreement entered into by the Company with the Calcutta Stock Exchange.
- iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review except in some cases the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. The Company has not complied with the provisions of the Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 and the Listing Agreement entered into by the Company with Calcutta Stock Exchange.
2. In some cases the Company has not complied with the provisions of Secretarial Standards relating to the meeting of the Board of Directors and Committees thereof.
3. The Company has not appointed Secretary as required under section 203 of the Companies Act, 2013.

**I 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.

The management has certified that, adequate notice is given to all directors to schedule the Board 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. However, in some cases the same were not available for my verification.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**I further report that** to monitor and ensure compliance with applicable laws, rules, regulations and guidelines needs to be further improved so as to commensurate with the size and operations of the Company.

**I further report that** during the Audit period there was no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc., referred to above. The Scheme of Amalgamation of The Bormah Jan Tea Company (1936) Limited with the Company has been approved by the shareholders of the Company on 28<sup>th</sup> March, 2018 at the meeting convened pursuant to the order dated 2<sup>nd</sup> February, 2018 passed by the NCLT Kolkata bench. The same is still pending before NCLT for final order.

Place: Kolkata

Dated: 1<sup>st</sup> December, 2020.

Signature:

Name of the Company *Bork Patn.*  
01/12/2020

Secretary in practice: BABU LAL PATNI

FCS No : 2304

C.P.No. : 1321

UDIN : F002304B001367657

**Note:**

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.





BABU LAL PATNI  
COMPANY SECRETARY

51, NALINI SETT ROAD  
5<sup>TH</sup> FLOOR, ROOM NO 19  
KOLKATA - 700 007  
TEL NO: 2259-7715/6  
Email id: patnibl@yahoo.com

'Annexure A'

To,  
The Members,  
Teesta Valley Tea Co Ltd  
5 & 7 Netaji Subhas Road  
Kolkata-700001

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and 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. I believe that the processes and practices, I followed provide a reasonable basis of my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules, and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. 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.

Signature:

*Babu Lal Patni*  
Babu Lal Patni  
Practising Company Secretary  
FCS No- 2304  
Certificate of Practice Number-1321

Date: 1<sup>st</sup> December, 2020

Place: Kolkata



FORM NO. MGT 9

**EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2018

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014]**I. REGISTRATION & OTHER DETAILS:**

- |       |  |   |
|-------|--|---|
| (i)   | CIN  | : L15491WB1876PLC000347   |
| (ii)  | Registration Date  | : 20/11/1876  |
| (iii) | Name of the Company  | : TEESTA VALLEY TEA COMPANY LIMITED   |
| (iv)  | Category/Sub-Category of the Company                                     | : Company having Share Capital  |
| (v)   | Address of the Registered office<br>And contact details office           | : 5 & 7, Netaji Subhas Road, Kolkata – 700 001<br>: Tel. – 033 22483585, 22480313<br>: email : <a href="mailto:accounts@teestavalley.com">accounts@teestavalley.com</a><br>: Website – <a href="http://www.teestavalley.net">www.teestavalley.net</a> |
| (vi)  | Whether listed company   | : Yes   |
| (vii) | Name, Address & contact Details of<br>Registrar & Transfer Agent, if any | : Maheshwari Datamatics Pvt Limited<br>: 23, R.N. Mukherjee Road, Kolkata – 700 001<br>: Tel. 033 22435029, 22482248  |

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated

Sl. No	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Growing and Manufacturing of Tea	01271,10791	100 %

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No	Name & Address of the Company	CIN/GLN	% of Shares Held	Applicable Section
<b>NOT APPLICABLE</b>				



IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year [as on 01-April-2019] (See note 1)				No of Shares held at the end of the year [As on 31-March-2020] (See note 2)				% change during the year
	Demat	Physical	Total	%	Demat	Physical	Total	%	
A. PROMOTERS									
(1) Indian									
a) Individual/ HUF	19600	6699	26299	17.53	19600	6699	26299	17.53	0
b) Central Govt.									
c) State Govt(s)									
d) Bodies Corporates	0	66264	66264	44.18	0	66264	66264	44.18	0
e) Banks/FI									
f) Any other									
Sub-total (A)(1)	19600	72963	92563	61.71	19600	72963	92563	61.71	0
(2) Foreign									
a) NRIs – Individual	0	0	0	0	0	0	0	0	
b) Other – Individuals	0	0	0	0	0	0	0	0	
c) Bodies Corp.	0	0	0	0	0	0	0	0	
d) Banks/FI	0	0	0	0	0	0	0	0	
e) Any other	0	0	0	0	0	0	0	0	
Sub-total (A)(2)	0	0	0	0	0	0	0	0	
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	19600	72963	92563	61.71	19600	72963	92563	61.71	0
B. PUBLIC SHAREHOLDING									
1. Institutions									
a) Mutual Funds									
b) Banks/FI	3400	643	4043	2.70	3400	643	4043	2.70	0
c) Central Govt.									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Other (specify) Overseas Corporate Body									

*Handwritten signature*

*Handwritten signature*

Sub-total (B)(1)									
1 Non-Institutions									
a) Bodies Corporates									
i) Indian	0	14940	14940	9.96	0	14940	14940	9.96	0
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1.00 lac	7483	24425	31908	21.27	7483	24425	31908	21.27	0
ii) Individual shareholders holding nominal share capital in excess of Rs.1.00 lac									
c) Others (Specify)									
Non Resident Indians	0	6546	6546	4.36	0	6546	6546	4.36	0
Qualified Foreign Investor									
Custodian of Enemy Property									
Foreign Nationals									
Clearing Members									
Trusts									
Foreign Bodies-D R									
Sub-total (B) (2)	10883	46554	57437	38.29	0	46554	57437	38.29	0
C. SHARES HELD BY CUSTODIAN FOR GDRs & ADRs									
Grand Total (A+B+C)	30483	119517	150000	100	30483	119517	150000	100	0

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ii) Shareholding of Promoters

S.No.	Name of Shareholder's	Shareholding at the beginning of the year (See Note 1)			Shareholding at the end of the year (See Note 2)			% change in share holding during the year
		No of Shares	% of total Share	% of share Pledged/encumbered	No of Shares	% of total Share	% of share Pledged/encumbered	
1	Bharat Bajoria	21560	14.37	0	21560	14.37	0	0
2	Mohanbari Inv. Co Pvt Ltd	15900	10.60	0	15900	10.60	0	0
3	Trishul Co Pvt Ltd	11223	7.48	0	11223	7.48	0	0
4	Orlando Holdings Ltd	10457	6.97	0	10457	6.97	0	0
5	Tingamira Tea Seeds Co Ltd	8525	5.68	0	8525	5.68	0	0
6	Teesta Valley Exports Ltd	10445	6.96	0	10445	6.96	0	0
7	Banarhat Investment Co Pvt Ltd	7414	4.94	0	7414	4.94	0	0
8	Abha Bajoria	4739	3.16	0	4739	3.16	0	0
9	Agastya Bhartia Beneficiary Trust	2000	1.34	0	2000	1.34		0
10	Birdie Trading Pvt Ltd	300	0.21	0	300	0.21		0
	Total	92563	61.71	0	92563	61.71	0	0

iii Change in Promoters' Shareholding (please specify, if there is no change)

S. No.	Category of Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of the total shares of the Company	No. of shares	% of the total shares of the company
		No Change			

iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and holder of GDRs and ADRs)

S. No.	Category of Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of the total shares of the Company	No. of shares	% of the total shares of the company
1	Kamal Parekh	6000	4.00	6000	4.00
2	I M Pollard Willson	4000	2.67	4000	2.67
3	United India Insurance Co Ltd	2000	1.33	2000	1.33
4	Kalpana Biswas	2000	1.33	2000	1.33
5	Vinay Chandra	1400	0.93	1400	0.93
6	Nutan Chandra	1000	0.67	1000	0.67
7	Tulsi Kumar Banerjee	900	0.60	900	0.60
8	Sangeeta Shah	900	0.60	900	0.60
9	Bahadur Chand Jain	850	0.57	850	0.57
10	Pravin Chandra Narandas	800	0.53	800	0.53



v) Shareholding of Directors and Key Managerial Personnel :

S. No.	Category of Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of the total shares of the Company	No. of shares	% of the total shares of the company
1	Bharat Bajoria	21560	14.37	21560	14.37
2	Abha Bajoria	4739	3.16	4739	3.16

V. INDEBTNESS

Indebtedness of the Company including interest outstanding but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
1) Principal amount	6,26,46,299	150,00,000	--	7,76,46,299
2) Interest due but not paid	NIL	11,45,621	--	11,45,621
3) Interest accrued but not due	NIL	--	--	NIL
Total ( 1 + 2 + 3)	6,26,46,299	1,61,45,621	--	7,87,91,920
Change in Indebtedness during the financial year				
Addition	57,06,799	42,45,453	--	99,52,252
Reduction	1,03,86,677	14,86,996	--	1,18,73,673
Net Change	(46,79,878)	27,58,457		(19,21,421)
Indebtedness at the end of the financial year				
1) Principal amount	5,79,66,421	1,74,00,000	--	7,53,66,421
2) Interest due but not paid	NIL	15,04,078	--	15,04,078
3) Interest accrued but not due	NIL	--	--	23,628
Total ( 1 + 2 + 3)	5,79,66,421	1,89,04,078	--	7,68,70,499

*Handwritten signatures and initials.*

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to managing Director, Whole-time directors and/or manager

S. No.	Particulars of Remuneration	Total Amount (in Rs)
		Mr Bharat Bajoria, M.D.
1.	Gross Salary	
	a) Salary as per provisions contained in Section 17 (1) of the Income Tax Act, 1961	10,83,600
	b) Value of perquisites u/s 17(2) Income Tax Act, 1961	NIL
	c) Profits in lieu of salary u/s 17(3) ) Income Tax Act, 1961	NIL
2.	Stock Option	NIL
3.	Sweet Equity	NIL
4.	Commission - % of the profit	NIL
5.	Others	NIL
	Total	10,83,600
	Ceiling as per the Act	

### B. Remuneration to other Directors

S. No.	Particulars of Remuneration	Name of Directors			Total Amount (in Rs.)
		A.Bajoria	R K Dixit	M Bajoria	
1.	Independent Directors				
	Fee for attending board meetings	---	---	---	---
	Fee for attending Committee meetings	---	---	---	---
	Commission	---	---	---	---
	Others	---	---	---	---
	Total (1)	---	---	---	---
2.	Other Non-Executive Directors				
	Fee for attending board meetings	20,000	20,000	20,000	60,000
	Fee for attending Committee meetings	---	---	---	---
	Commission	---	---	---	---
	Others	---	---	---	---
	Total (2)	20,000	20,000	20,000	60,000
	Total Managerial Remuneration (1 + 2)	20,000	20,000	20,000	60,000
	Overall Ceiling as per Act				






C. Remuneration to Key managerial Personnel other than MD/Manager/WTD

S. No.	Particulars of Remuneration	Total Amount (in Rs.)	
		Mr B.C. Dalai, CFO	Kavita Choudhary C. S
1.	Gross Salary		
	a) Salary as per provisions contained in Section 17 (1) of the Income Tax Act, 1961	NIL	18,000
	b) Value of perquisites u/s 17(2) Income Tax Act, 1961	NIL	NIL
	c) Profits in lieu of salary u/s 17(3) ) Income Tax Act, 1961	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweet Equity	NIL	NIL
4.	Commission - % of the profit	NIL	NIL
5.	Others	NIL	NIL
	Total	NIL	18,000

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give details)
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A. Company

Penalty

None

Punishment

Compounding

B. Directors

Penalty

None

Punishment

Compounding

C. Other Officers in Default

Penalty

None

Punishment

Compounding

  
Managing Director  
Bharat Bajoria  
DIN : 00109241

  
Director  
Mudit Bajoria  
DIN : 00015402

  
Director  
Ram Kishan Nowal  
DIN : 00310028

Place : Kolkata

Date : 5<sup>th</sup> December, 2020

**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.

**(B) RESEARCH AND DEVELOPMENT (R & D)**

(i) No technology has been imported during last five years.

(ii) The Company subscribes to Tea Research Association within the meaning of Section 35(1) of the Income Tax Act.

**(C) FOREIGN EXCHANGE EARNINGS AND OUTGO**

Total foreign exchange used and earned	
Foreign exchange used	NIL
Foreign exchange earned	NIL





**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF TEESTA VALLEY TEA COMPANY LIMITED**

**Report on the Audit of the Financial Statements of Teesta Valley Tea Company Limited**

**Qualified Opinion**

We have audited the accompanying financial statements of **Teesta Valley Tea Company Limited** ("the Company"), which comprise the Balance Sheet as at *31<sup>st</sup> March 2020*, the statement of profit and loss (including other comprehensive income), the statement of changes in Equity and the cash flow statement for the year on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statement").

In our opinion and to the best of information and according to the explanations given to us and subject to things stated on the basis of Qualified Opinion, 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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the company as at *March 31, 2020*, the loss, comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Qualified Opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the company in accordance with the Code of Ethics issued by the Institute of the Chartered Accountants of India (ICAI) together with independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide the basis for our audit opinion on the financial statements. **Gratuity has not been provided on actuarial basis as required under Ind AS – 19, the quantum lying unprovided for not being readily ascertainable.**

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, 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 of opinion thereon, and we do not provide a separate opinion on these matters.



We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matters
<p><b>A. Revenue Recognition</b></p> <p>Revenue for the company consists primarily of sale of products.</p> <p>Revenue from the sale of products is recognized at the moment when performance obligation of the underlying products have been completed.</p> <p>Further, the company focuses on revenue as a key performance measure. Therefore, revenue was our area of focus included whether the accruals were misstated and appropriately valued, and whether the significant transactions had been accurately recorded in the Statement of Profit and Loss.</p> <p>Replantation subsidies are recognized on Cash basis due to uncertainty of realizations.</p> <p>Refer corresponding note for amounts recognized as revenue from sale of products.</p>	<p><b>Our key procedures included the following:</b></p> <p>a) Assessed the appropriateness of the company's revenue recognition accounting policies; by comparing with the applicable accounting standards;</p> <p>b) Tested the operating effectiveness of the general IT control environment and key IT application controls over recognition of revenue.</p> <p>c) Performed test of details:</p> <p style="padding-left: 20px;">i) Agreed samples of sales to supporting documentation and approvals; and</p> <p>d) Performed focused analytical procedures:</p> <p style="padding-left: 20px;">i) Compared the revenue for the current year with the prior year for variance/ trend analysis and where relevant, completed further inquiries and testing to corroborate the variances by considering both internal and external benchmarks, overlaying our understanding of industry; and</p> <p>e) Considered the appropriateness of the company's description of the accounting policy, disclosures related to revenue and whether these are adequately presented in the financial statement.</p>





**B. Litigations and claims –provisions and contingent liabilities**

As disclosed in Notes detailing contingent liability, the company is involved in direct, indirect tax and other litigations ('litigations') that are pending with different statutory authorities.

Whether a liability is recognized or disclosed as a contingent liability in the financial statements is inherently judgmental and dependent on a number of significant assumptions and assessments.

The amounts involved are potentially significant and determining the amount, if any, to be recognized or disclosed in the financial statements, is inherently subjective.

**Our key procedures included the following:**

- Assessed the appropriateness of the company's accounting policies, including those relating to provision and contingent liability by comparing with the applicable accounting standards;
- Assessed the company process for identification of the pending litigations and completeness for financial reporting and also for monitoring of significant developments in relation to such pending litigations;
- Engaged subject matter specialists to gain an understanding of the current status of litigations and monitored changes in the disputes, if any, through discussions with the management and by reading external advice received by the company, where relevant, to establish that the provisions had been appropriately recognized or disclosed as required;
- Assessed the company's assumptions and estimates in respect of litigations, including the liabilities or provisions recognized or contingent liabilities disclosed in the financial statements. This involved assessing the probability of an unfavorable outcome of a given proceeding and the reliability of estimates of related amounts;
- Performed substantive procedures on the underlying calculations supporting the provisions recorded;
- Assessed the management's conclusions through understanding precedents set in similar cases; and

Considering the appropriateness of the company's description of the disclosures related to litigations and whether these adequately presented in the financial statements.

<p><b>C. Evaluation of uncertain tax provisions</b></p> <p>The Company has material uncertain tax provisions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Refer Note No.34 of the financial statements.</p>	<p><b><u>Principal Audit procedures</u></b></p> <p>Obtained details of completed tax assessments and demands for the year ended March 31, 2020 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2019 to evaluate whether any change was required to management's position on these uncertainties.</p>
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**Information Other than the Financial Statements and Auditor's Report thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, 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 during the course of our audit or otherwise appears to be materially misstated.

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

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the companies in accordance with the Ind AS and other accounting principles generally accepted in India. The respective



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

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

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

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

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

- Identify and assess the risks of material misstatement of the 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 controls 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 which has companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the financial statements.

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 describe these matters in our auditor's report unless law or regulation precludes public



disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid financial statements have been kept so far as it appears from our examination of those books.
- c) Accounts of Branches audited by the branch Auditors u/s 143 (8) of the Companies Act, 2013 have been sent to us under the provisions of the said section.
- d) 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 relevant books of account maintained for the purpose of preparation of the financial statements.
- e) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- f) On the basis of written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- g) 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 1". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
- h) With respect to the other matters to be included in 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 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.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i. The financial statements disclose impact of pending litigations on the financial position of the company in note no. 34 of financial statement.
  - ii. The company has not entered into long term contracts or derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure 2" a statement on the matters specified in paragraphs 3 and 4 of the Order.

UDIN: 200518000AAAABLA4395

Place : Kolkata

Date : 5<sup>th</sup> December, 2020.

For BASU CHANCHANI & DEB  
CHARTERED ACCOUNTANTS  
R. No. 304049E  
  
BISWATH CHATTEROPADHYAY  
Partner  
(M. No. 051900)



**Annexure-I**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") referred to in Para V (2) (f) of our report of even date.**

We have audited the internal financial controls over financial reporting of **Teesta Valley Tea Company Limited** ("the Company") as of 31<sup>st</sup> March 2020 in conjunction with our audit of IND AS financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the "Guidance Note on Audit of Internal Financial Controls over Financial Reporting" issued by the Institute of Chartered Accountants of India.

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India.

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 IND AS financial statements, whether due to fraud or error.

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

**Meaning of Internal Financial Controls over Financial Reporting**

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

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

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at **31<sup>st</sup> March 2020**, 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.

UDIN: 200518000AAAABLA4395

Place : Kolkata

Date : 5<sup>th</sup> December, 2020.

For BASU CHANCHANI & DEB  
CHARTERED ACCOUNTANTS  
R. No. 304049E

  
BISWAJIT GHOSH  
Partner  
(M. No. 451800)



**ANNEXURE 2**

**Report on the matters specified in Paragraphs 3 and 4 of THE COMPANIES (AUDITOR'S REPORT) ORDER, 2016, referred to in Para V (1) of our report of even date**

I.a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

b. The fixed assets have been physically verified by the management at reasonable intervals. As informed, no material discrepancies between book records and the physical inventories have been noticed on such verification.

c. The title deeds of immovable property are held in the name of the Company.

II. The inventories have been physically verified at reasonable intervals during the year by the management. The discrepancies noticed on physical verification between the physical stock and book records were not material and have been properly dealt with in the books of accounts.

III. The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnership or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of paragraphs 3(ii), 3(iii)(a) to 3(iii)(c) of the said order are not applicable.

IV. In our opinion and according to explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and securities as applicable.

V. The Company has not accepted deposits from the public within the meaning of Sections 73 to 76 of the Act and the Rules framed thereunder to the extent notified. Accordingly, paragraph 3(V) of the Order is not applicable.

VI. On the basis of records produced we are of the opinion that prima facie cost records and accounts prescribed by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 in respect of products of the company covered under the rules under said section have been made and maintained. However we are neither required to carry out nor have carried out any detailed examination of such accounts and records.

VII.a) According to information and explanations given to us, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income tax, Goods and Service Tax, custom duty, value added tax, cess and other statutory dues to the

**BASU CHANCHANI & DEB**

CHARTERED ACCOUNTANTS

**BASU HOUSE**

3, CHOWRINGHEE APPROACH, KOLKATA - 700 072

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E-mail : la.bcd1973@gmail.com

www.basuchanchanianddeb.org

extent applicable to it. According to the information and explanations given to us, the arrears of Provident Fund dues Rs. 91,79,401/- (Previous Year Rs.Nil ) and labour welfare fund dues Rs.4,21,327/- (Previous Year Rs. 3,82,841/-),as at 31<sup>st</sup> March, 2020 for a period of more than six months from the day they became payable.

VII.b) The dues on account of Agriculture Income Tax, Income Tax and Provident Fund disputed by the company and not being paid, vis-à-vis forums where such disputes are pending are mentioned below:-

Name of the Statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
<b><u>Income Tax :</u></b>				
Income Tax Act, 1961	Short Deposit of TDS	1,23,568/-	1993-1994	I T Officer (TDS)
Income Tax Act, 1961	Assessment Dues	35,35,348/-	2013-2014	C I T (Appeals)
Income Tax Act, 1961	Assessment Dues	2,68,030/-	2014-2015	C I T (Appeals)
<b><u>Agriculture Income Tax :</u></b>				
Agriculture Income Tax	A G I T	80,339/-	1975-1976	Assessing Officer
<b><u>Provident Fund :</u></b>				
Provident Fund	Damages Charges U/s 14 B	18,29,373/-	1996-1997 to 2013-2014	Calcutta High Court

VIII. Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to any bank or government. Company has no debenture holder or financial institutional borrowing during the year.

IX. Term loans have been used for the purpose they were obtained. No money was raised by way of public offer (including debt instruments) during the year by the company.

X. No fraud has been noticed or reported on or by the company during the year.

XI. The managerial remuneration has been paid or provided in accordance with the provisions of section 197 read with Schedule V of the Act.

XII. The Company is not a Nidhi Company and accordingly paragraph 3 (XII) of the Order is not applicable.



**BASU CHANCHANI & DEB**

CHARTERED ACCOUNTANTS

**BASU HOUSE**

3, CHOWRINGHEE APPROACH, KOLKATA - 700 072

PHONE : 033-2212-6253, 2212-8016

E-mail : la.bcd1973@gmail.com

www.basuchanchanianddeb.org

XIII. All the transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details of related party transactions have been disclosed in the IND AS Financial Statements as required by the applicable Indian Accounting Standards.

XIV. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

XV. The Company has not entered into any non-cash transaction with directors.

XVI. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

UDIN: 200518000AAAABLA4395

Place : Kolkata

Date : 5<sup>th</sup> December, 2020.

For BASU CHANCHANI & DEB  
CHARTERED ACCOUNTANTS  
R. No. 304049E



BISWANATH CHATTEROPADHYAY  
Partner  
(M. No. 051800)

TEESTA VALLEY TEA CO. LIMITED  
5 & 7, Netaji Subhas Road, Kolkata - 700 001.

BALANCE SHEET AS AT 31ST MARCH, 2020

I	Particulars	NOTE	As at 31st March, 2020 (Rs.)	As at 31st March, 2019 (Rs.)
<b>II</b>	<b>ASSETS</b>			
	<b>1. Non-current assets</b>			
	Property Plant and Equipment	3	189,482,232	176,068,614
	Capital Work in Progress			-
	Intangible Assets	4	203,608	199,978
	<b>Financial Assets</b>			
	Investments	5	-	-
	Loans	6	3,452,488	3,452,488
	Other Financial Assets	7	123,568	123,568
	Non Current Tax Assets (Net)	7A	621,894	315,148
	Deferred Tax (Fixed Assets)		2,581,320	2,409,193
	Other Non Current Assets			-
	<b>Total Non Current Assets</b>		<b>196,645,148</b>	<b>182,568,957</b>
	<b>2. Current Assets</b>			
	Inventories	8	97,173,243	93,691,482
	Biological Assets other than Bearer Plants	8A	7,748,200	11,642,620
	<b>Financial Assets</b>			
	Trade Receivables	9	2,028,115	-
	Cash and Cash Equivalents	10	848,631	1,094,111
	Other Bank Balances			
	Loans	11	4,607,104	2,033,847
	Other Financial Assets	12	10,813,113	9,685,086
	Current Tax Assets (Net)	13	3,530,160	9,214,961
	Other Current Assets	14	911,016	1,734,727
	<b>Total Current Assets</b>		<b>127,467,628</b>	<b>123,296,834</b>
	<b>Total Assets</b>		<b>324,112,777</b>	<b>305,865,791</b>
	<b>Equity and Liabilities</b>			
	<b>Equity</b>			
	Equity Share Capital	15	1,500,000	1,500,000
	<b>Other Equity</b>			
	Reserve & Surplus	16	144,207,848	152,294,795
	<b>Total Equity</b>		<b>145,707,848</b>	<b>153,794,795</b>
	<b>Liabilities</b>			
	<b>Non Current Liabilities</b>			
	<b>Financial Liabilities</b>			
	Borrowings	17	18,570,205	18,704,462
	Provisions			
	Deferred Tax Liabilities (Net)			
	Other Non Current Liabilities			
	<b>Total Non Current Liabilities</b>		<b>18,570,205</b>	<b>18,704,462</b>
	<b>Current Liabilities</b>			
	<b>Financial Liabilities</b>			
	Borrowings	18	72,847,790	71,522,305
	Trade Payables	19	14,236,509	11,517,035
	Other Financial Liabilities	20	8,607,752	10,162,813
	Other Current Liabilities	21	65,726,759	39,630,335
	Provisions			
	Current Tax Liabilities (Net)	22	410,810	594,545
	<b>Total Current Liabilities</b>		<b>161,824,820</b>	<b>133,267,033</b>
	<b>Total Liabilities</b>		<b>178,394,825</b>	<b>152,071,496</b>
	<b>Total Equity and Liabilities</b>		<b>324,112,777</b>	<b>305,865,791</b>
	Summary of Significant accounting policies	2		

The accompanying notes are an integral part of these financial statements.

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

For BASU CHANCHAM & DEB  
CHARTERED ACCOUNTANTS  
R. No. 304049E

  
BISWATHI CHATTERJEE  
Partner

  
Managing Director  
Shant Rajan  
DIN : 00109241

  
Director  
Mudit Bajaj  
DIN : 00215402

  
Director  
Ravi Kishan Nowal  
DIN : 00310028

  
CFO  
B C Datta

For and on behalf of the Board of Directors



STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH, 2020


	NOTE	31st March, 2020 (Rs.)	31st March, 2019 (Rs.)
<b>INCOME ::</b>			
Revenue from Operations	23	156,323,302	173,567,910
Other Income	24	2,167,771	460,508
<b>Total Revenue</b>		<b>158,491,073</b>	<b>174,028,418</b>
<b>EXPENSES ::</b>			
Change in Inventories of Finished Goods	25	(2,438,260)	(14,363,365)
Change in Biological Assets	25A	4,094,420	10,079,930
Employees Benefits Expenses	26	106,435,128	108,491,660
Finance Costs	27	7,599,081	7,822,096
Depreciation & amortisation expenses	28	5,182,427	5,863,522
Other Expenses	29	45,856,871	55,215,368
<b>Total Expenses</b>		<b>166,729,866</b>	<b>173,109,231</b>
Profit before Exceptional & extra ordinary items		(8,238,594)	919,187
Exceptional Items		-	-
Extra Ordinary Items		-	-
Profit before tax		(8,238,594)	919,187
<b>Tax expenses:</b>			150,000
Income Tax		-	-
Agricultural Income Tax		-	-
Deferred Tax including MAT (Depreciation)		(152,146)	(161,758)
Profit / (Loss) for the year		(8,086,448)	930,986
<b>Other Comprehensive Income:</b>			
(a) Items that will not be reclassified to Profit or Loss			
Remeasurements of post employment defined benefits plans		-	-
(b) Changes in fair value of Equity Instruments through other Comprehensive Income		-	-
Other Comprehensive Income / (Loss)		-	-
<b>Total Comprehensive Income for the year</b>		<b>(8,086,448)</b>	<b>930,986</b>
<b>Earnings per equity share: (Nominal Value per share : Rs.10/-)</b>			
Before Exceptional Items (Basic & diluted)		(54.92)	6.13
After Exceptional Ordinary Items (Basic & diluted)		(54.92)	6.13
<b>Summary of Significant accounting policies</b>	2		

The accompanying notes are an integral part of these financial statements.

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

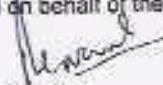
For BASU CHANCHANI & DEB  
CHARTERED ACCOUNTANTS  
R. No. 304049E

  
BISWANATH CHATTOPADHYAY  
Partner  
(M. No. 051800)

  
Managing Director  
Bharat Bajoria  
DIN : 00109241

Director  
Mudit Bajoria  
DIN : 00015402

For and on behalf of the Board of Directors

  
Director  
Ram Kishan Nowal  
DIN : 00310028

CFO  
B C Dalai



Statement of Change in Equity for the year ended 31st March 2020

Particulars	Amount (Rs.)	Total (Rs.)
Opening As on 1st April 2018	1,500,000	1,500,000
Add (Less) : Changes during the year	-	-
Closing As on 31st March 2019	1,500,000	1,500,000

Opening As on 1st April 2019	1,500,000	1,500,000
Add (Less) : Changes during the year	-	-
Closing As on 31st March 2020	1,500,000	1,500,000

Other Equity :

Particulars	General Reserve (Rs.)	Retained Earnings (Rs.)	Total (Rs.)
Opening As on 1st April 2018	7,000,000	144,363,310	151,363,310
Add: Transferred from Retained Earnings	500,000	(500,000)	-
Add : Items of Other Comprehensive Income Recognised directly in Retained Earnings	-	930,986	930,986
Add : Profit for the year	-	-	-
Closing as on 31st March 2019	7,500,000	144,794,296	152,294,296
Opening As on 1st April 2019	7,500,000	144,794,296	152,294,296
Add: Transferred from Retained Earnings	-	-	-
Add : Items of Other Comprehensive Income Recognised directly in Retained Earnings	-	(8,086,448)	(8,086,448)
Add : Profit for the year	-	-	-
Closing as on 31st March 2020	7,500,000	136,707,848	144,207,848

The accompanying notes are an integral part of these financial statements.

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


For and on behalf of the Board of Directors

For BASU CHANCHANI & CO  
CHARTERED ACCOUNTANTS  
R. No. 304049E  
  
BISWANATH CHATTOPADHYAY  
Partner  
(M. No. 051800)

  
Managing Director  
Bharat Bajoria  
DIN : 00109241

Director  
Mudit Bajoria  
DIN : 00015402

Director  
Ram Kishan Nowal  
DIN : 00310028

CFO  
B C Dalai  


UDIN : 20051800AAAABLA4395  
Place: Kolkata  
Dated : The 5th December, 2020



**TEESTA VALLEY TEA COMPANY LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2020 (Indirect Method)**

**Pursuant to Clause 32 of the Listing Agreement**

	Rs.	As at 31st March 2020 Rs.	Rs.	As at 31st March 2019 Rs.
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit before taxation and extra-ordinary items		(8,238,594)		919,188
Adjustments for :				
1 Depreciation	5,182,427		5,863,522	
2 Loss (Profit) on sale of Assets	-		(46,636)	
3 Interest (Received)	(248,411)		(262,657)	
4 Interest (Paid)	7,599,081	12,533,097	7,822,096	13,376,325
Operating Profit before Working Capital changes		4,294,503		14,295,513
Adjustment for :-				
1 Trade & Current Receivables	(4,930,872)		(1,245,682)	
2 Inventories	(3,481,761)		(14,269,963)	
3 Biological Assets	4,094,420		10,079,930	
4 Trade Payables	26,902,376		(3,848,447)	
		22,584,163		(9,284,162)
Cash Generated from operations		26,878,666		5,011,351
Direct Taxes Paid		(945,619)		(471,514)
Cash Flow before extra-ordinary items		25,933,047		4,539,837
Exceptional Items :-		-		-
Expenses for Previous Years		-		-
Cash Flow from operating activities		25,933,047		4,539,837
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>				
1 Payment against acquisition of Fixed Assets including payment against capital liability	(18,599,725)		(3,622,046)	
2 Proceeds from Sale of Fixed Assets	-		58,000	
3 Investment realisation (made) during the year	-		-	
3 Interest Received	264,894	(18,334,831)	221,712	(3,342,334)



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### C CASH FLOW FROM FINANCING ACTIVITIES

1 Proceeds Short Term Borrowings	1,320,485	9,202,577	
2 Repayment of Long Term Borrowings	-	-	
3 Interest Paid	(7,240,624)	(6,727,132)	
4 Long Term Loan Received	(2,134,257)	(3,572,146)	
		<u>(8,054,396)</u>	<u>(1,096,701)</u>
Net Change in Cash and Cash Equivalents		<u>(456,180)</u>	<u>100,802</u>
Cash & Cash Equivalents (Opening Balance)		5,068,811	4,968,009
Cash & Cash Equivalents (Closing Balance)		<u>4,612,631</u>	<u>5,068,811</u>
		<u>(456,180)</u>	<u>100,802</u>

### CASH & CASH EQUIVALENTS COMPRISE OF:

Balances with Schedule Banks			
Current Accounts		774,506	670,238
NABARD (TDAS-2007 Account)		3,764,000	3,974,700
Cash In Hand		74,125	423,873
		<u>4,612,631</u>	<u>5,068,811</u>

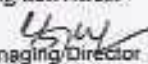
#### Notes:

- 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 & Cash Equivalents consist of cash in hand, balance with Banks and deposits with NABARD.
- 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 BASU CHANCHAMI & DEB  
CHARTERED ACCOUNTANTS  
R. No.-304049E



BISWANATH CHATTOPADHYAY  
Partner  
(M. No. 051807)

  
Managing Director  
Bharat Bajoria  
DIN : 00109241

Director  
Mudit Bajoria  
DIN : 00015402

  
Director  
Ram Kishan Nowal  
DIN : 00310028

CFO  
B C Dalai



UDIN : 20051800AAAA4395

Place: Kolkata

Dated : The 5th December, 2020



## Teesta Valley Tea Co. Limited

### Property Plant and Equipment :

Particulars	Gross Carrying Amount				Accumulated Depreciation			Net Carrying Amount W.D.V as on 31.03.2020	
	Gross Cost / Value as on 01.04.2019 (Rs.)	Addition towards Acquisition during the year (Rs.)	Sub-Total (Rs.)	Sale / adjustment during the year (Rs.)	Gross Block as on 31.03.2020 (Rs.)	Total as on 01.04.2019 (Rs.)	For the year (Rs.)		Sale / Adjustment during the year (Rs.)
Land	841,000	-	841,000	-	841,000	146,310	48,770	-	195,080
Buildings	30,597,225	1,140,120	31,737,345	-	31,737,345	12,203,248	2,743,023	-	14,946,271
Machinery	6,511,987	1,640,326	8,152,313	-	8,152,313	2,579,081	770,872	-	3,349,953
Motor Vehicle	120,298	10,000	130,298	-	130,298	91,463	3,879	-	95,342
Tools	2,780,105	-	2,780,105	-	2,780,105	1,482,084	343,523	-	1,825,707
Office & Fixtures	254,962	-	254,962	-	254,962	95,134	19,346	-	114,480
Equipment	32,555	121,733	154,288	-	154,288	15,712	16,527	-	32,239
Supply and Equipment	249,371	-	249,371	-	249,371	121,405	21,868	-	146,273
Plants	154,764,145	15,688,546	170,352,691	-	170,352,691	3,348,597	1,116,199	-	4,464,796
	<b>196,151,648</b>	<b>18,500,725</b>	<b>214,652,373</b>	<b>-</b>	<b>214,652,373</b>	<b>20,083,034</b>	<b>5,087,107</b>	<b>-</b>	<b>25,170,141</b>
									<b>189,482,232</b>



Household Land relates to 717.40 Hectares & 486.64 Hectares of land respectively for Teesta Valley T.G. and Gielie T.G taken on lease from

of West Bengal at Pongli Rangliot in Darjeeling for period of 30 years w.e.f 12.09.2004 and 01.02.2000 respectively.





**Teesta Valley Tea Co. Limited**

Intangible Assets	Gross Carrying Amount				Accumulated Depreciation			Net Carrying Amount		
	Gross Cost / Value as on 01.04.2019 (Rs.)	Addition towards Acquisition during the year (Rs.)	Sub-Total (Rs.)	Sale / adjustment during the year (Rs.)	Gross Block as on 31.03.2020 (Rs.)	Total as on 01.04.2019 (Rs.)	For the year (Rs.)		Sale / Adjustment during the year (Rs.)	Total as on 31.03.2020 (Rs.)
Computer software	483,921	99,000	582,921	-	582,921	283,943	95,320	-	379,263	203,658
Intangible Assets	483,921	99,000	582,921	-	582,921	283,943	95,320	-	379,263	203,658

Computer Software is being amortised under straight line method over 5 years

**Teesta Valley Tea Co. Limited**

Intangible Assets	Gross Carrying Amount				Accumulated Depreciation			Net Carrying Amount		
	Gross Cost / Value as on 01.04.2018 (Rs.)	Addition towards Acquisition during the year (Rs.)	Sub-Total (Rs.)	Sale / adjustment during the year (Rs.)	Gross Block as on 31.03.2019 (Rs.)	Total as on 01.04.2018 (Rs.)	For the year (Rs.)		Sale / Adjustment during the year (Rs.)	Total as on 31.03.2019 (Rs.)
Computer software	368,421	115,500	483,921	-	483,921	189,000	94,943	-	283,943	199,978
Intangible Assets	368,421	115,500	483,921	-	483,921	189,000	94,943	-	283,943	199,978

Computer Software is being amortised under straight line method over 5 years

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Notes to Financial Statements for the year ended 31<sup>st</sup> March 2020

**1. BACKGROUND :**

Teesta Valley Tea Company Limited (CIN: I15491WB1876PLC000347, PAN : AAAC9762D) is a public company limited by shares incorporated in India. The shares of the company are listed in The Calcutta Stock Exchange Limited (CSE). The company is engaged in cultivation, manufacture and sale of black tea.

**2. SIGNIFICANT ACCOUNTING POLICIES :**

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

**2 (A) Basis of Preparation :**

Compliance with Ind AS

These financial statements comply in all material aspects with Indian Accounting Standards (IND AS) notified u/s 133 of the Companies Act, 2013 ("the act") Companies (Indian Accounting Standards) Rules, 2015 and as amended by the Companies (Indian Accounting Standards) (Amendments) Rules, 2016.

Classification of current and non-current

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Ind AS 1 – Presentation of financial Statements and Schedule III to the Companies Act, 2013. Based on the nature of 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/non-current classification of assets and liabilities.

Historical Cost Convention

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

Biological assets (including unplucked green leaves) – measured at fair value less cost to sell.

Rearer Plants – measured at fair value.

**2(B). Segment Reporting :**

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





## 2(C) Foreign Currency Translation

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

## 2 (D) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable, net of returns, claims and discounts to customers. Revenue excludes amounts collected on behalf of third parties, such as Value Added Tax and Goods and Services Tax.

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

## 2(E) Government Grants :

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other operating income.

## 2(F) Accounting for Taxes on Income :

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

The current income tax charge is calculated on the basis of the tax laws enacted at the end of the reporting period. Deferred income tax is provided in full 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 substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.



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

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

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

#### **2(G) Inventories :**

Raw materials including harvested tea leaves, produced from own gardens are measured at lower of cost and net realisable value. Cost being the fair value less cost to sell at the point of harvest of tea leaves.

Stores and Spare parts is valued at cost. Finished Goods is valued at estimated net realisable value. Cost of Finished Goods comprise of direct material, direct labour and appropriate portion of variable and fixed overhead expenditure. Cost of inventories also includes all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of weighted average 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(H) Biological Assets :**

Biological Assets of the company comprises of unharvested Green Leaves. Tea leaves growing on tea bushes are measured at fair value less cost to sell and cost to Manufacture with changes in fair value recognised in Statement of profit and loss.

#### **2 (I) Financial Assets :**

Classification :

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

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

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



#### Measurement :

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

**Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method.

**Fair value through other comprehensive income (FVTOCI):** Assets that are held for collections of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVTOCI). Interest income from these financial assets is included in other income using the effective interest rate method.

**Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVTOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

#### 2(J) **Equity instruments :**

The Company measures all equity investments (except subsidiary and associate) at fair value through profit or loss. However where the Company's management makes an irrevocable choice on initial recognition to present fair value gains and losses on specific equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss.

Dividend income is recognised in the Statement of Profit and Loss when the right to receive dividend is established.

#### 2(K) **Cash and Cash Equivalents :**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

#### 2(L) **Trade Receivables :**

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

#### 2(M) **Offsetting financial instruments:**



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

**2(N) Impairment of financial assets:**

The Company assesses at each reporting date whether a financial asset (or a group of financial assets) held at amortised cost and financial assets that are measured at fair value through other comprehensive income for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

**2(O) Derecognition of financial assets :**

A financial asset is derecognised only when the Company has transferred the rights to receive cash flows from the financial asset, or retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset.

**2(P) Financial liabilities :**

Initial recognition and measurement :

The Company recognises all the financial liabilities on initial recognition at fair value minus, in the case of a financial liability not at fair value through Profit or Loss, transaction costs that are directly attributable to the acquisition or issue of the financial liability.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts.

Subsequent measurement :

All the financial liabilities are classified as subsequently measured at amortised cost, except for those mentioned separately.

Financial liabilities at fair value through profit or loss :





Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

For liabilities designated as Fair Value through profit or loss, fair value gains/ losses attributable to changes in own credit risk are recognized in Other Comprehensive Income. These gains/losses are not subsequently transferred to Profit or Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss.

#### **2(Q) Property, Plant and Equipment :**

All items of property, plant and equipment are stated at cost less depreciation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognised as at 1st April, 2016 measured as per the previous generally accepted accounting principles and also includes expenditure that is directly attributable to the acquisition of the items. Properties in the course of construction are carried at cost, less any impairment loss.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset.

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

Depreciation methods, estimated useful lives and residual value : Depreciation is calculated using the written down value method (except Bearer Plants and Intangible Assets which is depreciated by using Straight Line Method) to allocate their cost, net of their residual values on the basis of useful lives prescribed in Schedule II to the Companies Act, 2013. Item of Fixed Assets for which related actual cost do not exceed Rs. 5,000 are fully depreciated in the year of purchase.

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

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

#### **2(R) Bearer Plants :**





Bearer plants comprising of mature tea bushes are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

The cost of uprooting of old tea bushes, rehabilitation of land, replanting and young tea upkeep and maintaince upto year 3 for the year of planting are capitalised as mature plants, capital work in progress. From year 4 onwards capital work in progress is treated as bearer plants and depreciated using Straight line method over the expected useful life of 150 years, when the bearer plants reaches maturity stage with no residual value.

Costs incurred for infilling are generally recognized in the Statement of Profit and Loss.

#### **2(S) Intangible Assets :**

Computer Softwear : Costs associated with maintaining software programmes are recognised as an expense as incurred. Costs of purchased software are recorded as intangible assets and amortised from the point at which the asset is available for use.

Amortisation methods and periods : The Company amortises intangible assets with a finite useful life using the straightline method over 5 years.

#### **2(T) Provision, Contingent Liabilities and Contingent Assets, legal or constructive :**

Provisions are recognised when there is a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

A disclosure for contingent liabilities is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or nonoccurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

When there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure for contingent liability is made.

Contingent Assets are not recognised but are disclosed when an inflow of economic benefits is probable.

#### **2(U) Employee Benefits:**

Short-term Employee Benefits : These are recognised at the undiscounted amount as expense for the year in which the related service is rendered.



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

Bonus : The Company recognizes a expense for bonuses as and when paid.

#### 2(V) Leases :

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made for renewal of lease or rent on lease are charged to profit or loss. Depreciation on finance lease charged by using Straight line method over the balance lease period.

#### 2(W) Impairment of non-financial assets:

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher on an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows which are largely independent of the cash flows from other assets or group of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

#### 2(X) Research and Development:

Revenue expenditure on Research and Development is recognised as a charge in the Statement of Profit and Loss. Capital expenditure on assets acquired for Research and Development is added to Property, Plant and Equipment, if any.

#### 2(Y) Borrowing costs :

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

#### 2(Z) CRITICAL ESTIMATES AND JUDGEMENTS :

The preparation of the financial statements require the use of accounting estimates which, by definition, will seldom equal the actual result. Management also needs to exercise judgement in applying the Company's accounting policies.

This note provides an overview of the areas that involved a high degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

Critical estimates and judgements : The areas involving critical estimates and judgements are:



**Taxation :** The Company is engaged in agricultural activities and accordingly, significant judgement is involved in determining the tax liability for the Company. Also there are many transactions and calculations during the ordinary course of business for which the ultimate tax determination is uncertain. Further judgement is involved in determining the deferred tax position on the balance sheet date.

**Depreciation and amortisation :** Depreciation and amortisation is based on management estimates of the future useful lives of the property, plant and equipment and intangible assets. Estimates may change due to technological developments, competition, changes in market conditions and other factors and may result in changes in the estimated useful life and in the depreciation and amortisation charges.

**Impairment of property, plant and equipment** An impairment exists when the carrying value of an asset exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use.

**Provisions and Contingencies** Provisions and contingencies are based on Management's best estimate of the liabilities based on the facts known at the balance sheet date.

**Fair Value of Biological Assets** The fair value of Biological Assets is determined based on recent transactions entered into with third parties or available market price less cost of manufacture.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

**2.(ZA) RECENT ACCOUNTING PRONOUNCEMENTS ENTAILING  
INSERTION/MODIFICATION OF NEW/EXISTING ACCOUNTING STANDARDS :**

Ind AS 116, Lease Accounting

(a) Definition of lease (financial and operating) has undergone change pursuant to mandation of new standard negating the earlier one under Ind AS 17 (dropped) for relevant accounting treatment.

(b) 1. Ind AS 12, Income Taxes – on application of appendix C on uncertainty over income tax treatments.

2. Ind AS 23, Borrowing Costs – Laying down specific borrowings cost to be considered for capitalisation

3. Ind AS 109, Financial Instruments – on treatment of prepayment features with negative compensation

4. Ind AS 19, Employee benefits – Dealing with plan amendment, curtailment or settlement pertaining to defined benefit plan. The company is in the process of evaluating the impact of such amendments.



**Teesta Valley Tea Co. Limited**

**5. Non-Current-Investments (held at cost unless stated otherwise)**

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
Investment other than Trade	-	-
Total:	-	-

**6. Loans (Unsecured & Considered good)**

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
Security Deposits	952,466	952,466
Court Deposit	2,500,000	2,500,000
Total	3,452,466	3,452,466

**7. Other Financial Assets**

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
Balance in Current account attached by fiscal authorities	123,568	123,568
Total	123,568	123,568

**7A. Tax Assets (Net)**

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
Advance Payment of Tax (Net of Provisions Rs. 150000/-) (P. Y. Rs. 150000/-)	821,894	315,148
Total	821,894	315,148

**8. Inventories**

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
Stock of stores	4,229,642	3,183,942
Finished Goods (Stock of Tea)	92,943,535	90,500,275
Stock of Food Stuff	65	2,265
Total	97,173,243	93,691,482

**8A. Biological Assets other than Bearer Plants**

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
Fair Value of Biological Assets Other than Bearer Plants (Unharvested Tea Leaves)	7,748,200	11,842,620

## Teesta Valley Tea Co. Limited

### 9. Trade Receivables (Unsecured and Considered Good)

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
Other debts	2,026,115	-
Total	2,026,115	-

### 10. Cash & Cash Equivalents

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
Balances with Banks in Current Accounts	774,506	670,238
Cash-in-Hand	74,125	423,873
Total	848,631	1,094,111

### 11. Loans(Unsecured & Considered Good)

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
Loan to Body Corporate	409,732	409,732
Advance to Employees	4,197,372	1,624,115
Total	4,607,104	2,033,847

### 12. Other Financial Assets (Unsecured & Considered Good)

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
Deposit with NABARD (TDAS-2007 Account)	3,764,000	3,974,700
Interest accrued on others(NABARD)	173,330	189,813
Interest accrued on loan to Body Corporate	235,817	235,817
Subsidy Receivable (Tea Board of India)	6,439,966	5,284,756
Total:	10,613,113	9,685,086

### 13. Current Tax Assets (Net)

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
Advance Income Tax (Net of Provisions Rs.5825000) (P. Y. Rs.5675000/-)	3,530,109	3,214,961
Total	3,530,109	3,214,961



**Equity And Liabilities**

Equity		
Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
<b>15. Equity Share Capital</b>		
Authorised :		
500000 (P.Y. 500000) Equity Shares of Rs. 10/- each	5,000,000	5,000,000
175000 (P.Y. 175000) 6% Redeemable Cumulative Preference Shares of Rs. 100/- each	17,500,000	17,500,000
	<b>22,500,000</b>	<b>22,500,000</b>
<b>Issued,Subsribed &amp; Fully Paid-up :</b>		
150000 (P.Y. 150000) Equity Shares of Rs. 10/- each fully paid up	1,500,000	1,500,000
162000 (P.Y. 162000) 6% Redeemable Cumulative Preference Shares of Rs. 100/- each	16,200,000	16,200,000
a) 6% Redeemable Cumilative 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 60000,50000,25000 and 37000 were 26.03.2002,12.03.2005, 27.03.2007 and 20.03.2009.		
Less : Transfer to Long Term Borrowings	16,200,000	16,200,000
Footnote :		
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, excuted by transferor and tranferee and accompanied by cetificate 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 56 (1) of Companies Act, 2013.		
b) Preference share holders will be entitled to preferential treatment in respect of dividend and proccods of realisation of assets of the company vis-à-vis equity share holders under circumstances of winding up of company.		
a)Details of Equity Shares held by shareholders holding more than 5 % of the equity shares in the Company :	<b>No. of Shares (% of holding)</b>	<b>No. of Shares (% of holding)</b>
Bharat Bajoria, Managing Director	21560 (14.37 %)	21560 (14.37 %)
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	10445 (6.96 %)	10445 (6.96 %)
b) Details of Preference Shares held by shareholders holding more than 5 % :	<b>No. of Shares (% of holding)</b>	<b>No. of Shares (% of holding)</b>
Abha Bajoria, Director	71000 (43.83 %)	71000 (43.83 %)
Bharat Bajoria, Managing Director	47000 (29.01 %)	47000 (29.01 %)
Agastya Bhartia Bebeficiary Trust	10000 (6.17 %)	10000 (6.17 %)
S. L. Bajoria & Others HUF	30000 (18.52 %)	30000 (18.52 %)



**16. Other Equity****Reserve & Surplus**

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
<b>General Reserve :</b>		
Balance at the beginning of the year	7,500,000	7,000,000
Add: Transferred from Retained Earnings	-	500,000
Balance at the end of the year	7,500,000	7,500,000
<b>Retained Earnings</b>		
Balance at the beginning of the year	144,794,296	144,363,310
Add : Items of Other Comprehensive Income Recognised directly in Retained Earnings	-	-
	144,794,296	144,363,310
Add: Profit for the year	(8,065,448)	930,986
	136,707,848	145,294,296
Less: to General Reserve	-	500,000
Balance at the end of the year	136,707,848	144,794,296
<b>Total</b>	<b>144,207,848</b>	<b>152,294,296</b>

**17. Non Current Borrowings (Secured)**

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
Vehicle Loan from HDFC Bank Ltd	-	4,458
(a) Nature of Security: Hypothecation of Vehicle Purchased		
(b) Terms of Repayment: EMI of Rs.23850/-From May 2017 to March 2020 at 9.25% annualised effective rate of interest.		
Term Loan from H D F C BANK	2,500,000	5,833,335
Less : Current Maturities of Long Term Debts	2,500,000	3,333,332
	-	2,500,003
(a) Nature of Security: Secured by Paripassu first charges of tea gardens located at Darjeeling Dist, West Bengal.		
(b) Terms of Repayment: (Equal quarterly installment of Rs.8,33,333/- each starting from February 2015 To November 2020)		
(c) Rate of Interest Interest payable on monthly basis at MCLR plus 1.50% p.a.		
Lease Liability	370,205	-
8% Redeemable Cumulative Preference Shares of Rs. 100/- each (Read with Note No. 15)	16,200,000	16,200,000
Note : There is no default in repayment of principal or interest against the above loans.		
<b>Total</b>	<b>16,570,205</b>	<b>18,794,462</b>

**18. Current Borrowings**

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
<b>Secured Loans repayable on demand from Banks:</b>		
Cash Credit Limit from HDFC Bank Limited	55,442,790	56,522,305
a) Nature of Security: Exclusive charge by way of hypothecation of current assets and moveable fixed assets (excluding Vehicles aquired under proceeds of Vehical Loan) and equitable mortgage on Land and Factory Building of Tea Estates.		
(b) Terms of Repayment: Repayable on Demand		
(c) Rate of Interest Interest payable on monthly basis at MCLR plus 1.50% p.a.		
<b>Un-Secured</b>		
Loan from Director	13,800,000	11,200,000
Loan from Related Parties	3,000,000	3,000,000
Note : There is no default in repayment of principal or interest		





## Teesta Valley Tea Co. Limited

## 19. Trade Payables

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
Total outstanding dues of MSME	244,633	408,597
Total outstanding dues of Creditors other than MSME	13,991,872	11,108,438
<b>Total</b>	<b>14,236,505</b>	<b>11,517,035</b>

## 20. Other Financial Liabilities

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
Component of Vehicle loan repayable within a year :	23,628	286,200
Component of Term Loan repayable within a year :	2,500,003	3,333,332
Short Term Maturity on Lease Obligation	59,128	-
Interest accrued on Unsecured Loan	1,504,078	1,145,621
Employees dues payable	4,466,915	5,397,660
Other Payables	54,000	-
<b>Total</b>	<b>8,607,752</b>	<b>10,162,813</b>

## 21. Other Current Liabilities

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
Advance from customers	48,107,294	33,105,862
Statutory Liabilities	17,619,465	6,524,473
<b>Total</b>	<b>65,726,759</b>	<b>39,630,335</b>

## 22. Current Tax Liabilities (Net)

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
Provision for Income/Agricultural Tax Net of advance Tax Rs.1639182/- (P. Y. Rs.1665456)	410,818	534,544
<b>Total</b>	<b>410,818</b>	<b>534,544</b>



**Teesta Valley Tea Co. Limited**

**23. Revenue from operations :**

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
<b>(A) Sale of Products</b>		
Sale of Tea - Orthodox (Domestic)	153,398,981	172,370,126
<b>(B) Other Operating Revenues</b>		
Tea Board Orthodox Subsidy	1,155,210	1,109,952
Sale of Tea Plants	1,765,995	-
Insurance Claim on Tea	3,116	87,832
<b>Total</b>	<b>156,323,302</b>	<b>173,567,910</b>

**24. Other Income :**

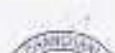
Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
Other Interest Income (NABARD)	192,590	210,913
Other Interest Income (WBSEDC)	55,821	51,744
Sundry receipts	1,875,000	801
Profit on sale of Assets	-	46,636
Sundry Credit Balance Written Back	44,360	150,414
<b>Total</b>	<b>2,167,771</b>	<b>460,508</b>

**25. Change in Inventories of Finished Goods (Tea) :**

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
Opening Stock	90,505,275	76,141,910
Closing Stock	92,943,535	90,505,275
<b>Total</b>	<b>(2,438,260)</b>	<b>(14,363,365)</b>

**25A. Change in Biological Assets :**

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
Fair Value of Biological Assets Other than Bearer Plants (Unharvested Tea Leaves)		
As at Opening date	11,842,620	21,922,550
As at Closing date	7,748,200	11,842,620
<b>Total</b>	<b>4,094,420</b>	<b>10,079,930</b>



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**Teesta Valley Tea Co. Limited**

**26. Employees Benefit Expenses :**

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
Salaries, Wages & Bonus	77,807,754	75,267,366
Contribution to P.F. and Other Funds	13,439,727	13,966,802
Gratuity	1,751,370	3,193,442
Staff & Labour Welfare Expenses	13,436,277	16,064,050
<b>Total</b>	<b>106,435,128</b>	<b>108,491,660</b>

**27. Finance Cost :**

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
<b>Interest Expenses :</b>		
(a) Interest Expenses	7,575,143	7,597,575
(b) Bank charges	23,938	224,521
<b>Total</b>	<b>7,599,081</b>	<b>7,822,096</b>

**28. Depreciation and Amortization Expenses :**

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
On Fixed Assets	5,087,107	5,768,579
On Intangible Assets	95,320	94,943
<b>Total</b>	<b>5,182,427</b>	<b>5,863,522</b>





**Teesta Valley Tea Co. Limited**

**29. Other Expenses :**

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
<b>Auditor's remuneration ::</b>		
Audit Fees	51,000	51,000
Consumption of Stores and spare parts (100% domestic)	15,924,902	15,223,692
Power and Fuel	3,343,758	3,794,314
Rent	192,741	274,729
Repairs to Buildings	560,191	2,018,091
Repairs to Machinery	459,001	1,093,275
Insurance	1,056,202	1,031,421
Rates & Taxes	152,944	93,430
Cultivation Expenses	15,447,289	23,504,445
Tea Cess & Excise Duty	9,400	82,090
Sales Expenses	3,317,364	2,005,763
Carrige of Tea	738,943	572,175
Repairs to Others	671,691	552,583
Directors Fees	60,000	60,000
Telephone, Telex & Other Expenses	145,355	183,403
Miscellaneous Expenses	3,726,090	4,674,978
<b>Total</b>	<b>45,856,871</b>	<b>55,215,388</b>

**29A. Details of Miscellaneous expenses ::**

Particulars	31st March 2020 (Rs.)	31st March 2019 (Rs.)
Electricity Charges	193,199	207,232
Legal & Professional Charges	1,582,073	2,040,017
Motor Car Expenses	3,260	14,068
Printing & Stationery	192,932	232,029
R O C Filing Fees	16,400	10,123
Subscription	451,172	527,026
Travelling & Coneyance Expenses	105,095	143,790
Advertisement	8,160	33,096
Postage & Courier Charges	50,413	44,229
Other Expenses	1,123,386	1,423,371
<b>Total</b>	<b>3,726,090</b>	<b>4,674,978</b>





30. Related parties in transaction and nature of relationships with them :

a) **Key Management Personnel (KMP)**

Mr. Bharat Bajoria - Managing Director

Mr. Bishnu Charan Dalai - CFO

Miss Kavita Choudhary - Company Secretary- Resigned on 14.06.2019

b) **Relative of KMP**

Mrs Abha Bajoria (spouse of Mr Bharat Bajoria – Managing Director)

c) **Directors :**

Radhey Kant Dixit

Mudit Bajoria

Abha Bajoria

a) **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

Budge Budge Investment Co Pvt Ltd

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

Transaction with Related parties	KMP		Enterprises where KMP has significant influence		Relatives of KMP		Directors	
	31.3.2020	31.3.2019	31.3.2020	31.3.2019	31.3.2020	31.3.2019	31.03.2020	31.03.2019
Sales	-	-	50951017	76845024	-	-	-	-
<b>EXPENDITURE</b>								
Interest Paid	-	-	486000	403858	1359453	1279594	-	-
Rent Paid	-	-	120000	114000	-	-	-	-
Remuneration	1242600	1863864	-	-	-	-	-	-
Miscellaneous Expenses	-	-	120000	120000	-	-	-	-
Board Meeting Fees	-	-	-	-	20000	20000	40000	40000
<b>FINANCE &amp; INVESTMENTS</b>								
Loan taken (net)	-	-	-	3800000	2400000	3000000	-	-
Loan refunded back (net)	-	-	-	-	-	-	-	-
Bank Guarantee Renewal	-	-	170000000	160000000	-	-	-	-
<b>OUTSTANDING</b>								
Loan taken	-	-	3800000	3800000	13600000	11200000	-	-
Interest Payable	-	-	280570	253571	1223508	892050	-	-
Sales advance taken	-	-	48107294	33105862	-	-	-	-
Directors Fees	-	-	-	-	-	-	54000	-
Other Payable	-	-	30000	-	-	-	-	-
Bank Guarantee	-	-	170000000	160000000	-	-	-	-



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31. <u>Earning per Share :</u>	<u>31.03.2020</u>	<u>31.03.2019</u>
Net Profit/(Loss) as per Profit & Loss Account	(82,38,594)	9,19,188
Less: Preference dividend on Pref. Shares	9,72,000	9,72,000
Net Profit/(Loss) attributable to Equity Shareholders	(72,66,594)	(52,812)
No. of Equity Shareholders	1,50,000	1,50,000
Earning Per Share (Of Rs.10/-each) basic & diluted	(48.44)	(0.36)
32. Raw Material Produced & Consumed – Green Leaf (in Kgs)	16,92,976	15,48,792
33. <u>Finished Goods (Quantity in Kgs)</u>		
Opening Stock of Tea	97,317	58,570
Actual Production of Tea	3,85,070	3,69,984
Sale of Tea	3,74,708	3,14,276
Samples, Garden use, shortage etc.	9,844	16,961
Closing Stock of Tea	97,835	97,317
34. <u>Contingent Liabilities &amp; Commitments (not provided for) :</u>		
a) Claim against company not acknowledge as debt :		
Agriculture Income Tax (1975-76) under appeal	80,339	80,339
Income Tax (TDS) for the Asst Year 1993-94	1,23,568	1,23,568
Income Tax for the Asst Year 2013-2014	41,62,620	41,62,620
Income Tax for the Asst Year 2014-2015	3,19,530	3,19,530
(Disallowed by the authorities and challenged by the Company)		
Damages charge demand raised by P F authorities for delayed payment of P F dues between 1996-1997 to 2013-2014 (Disputed by company in Calcutta High court against which Rs. 25,00,000/- had been deposited to Court)	43,29,373	43,29,373
b) Arrears of Dividend on Fixed Cumulative Pref Shares	97,20,000	87,48,000
c) Gurantee furnished to Bank	17,00,00,000	16,00,00,000
35. Loan to Body Corporate Rs. 4,09,732/- (P.Y. Rs. 4,09,732/-) relates to a party against whom company has filed recovery suit. No interest income has been recognised thereon, though claimed under suit as a measure of abundant precaution in due adherence of AS -9 though same has been claimed under the suit.		
36. Information pursuant to Section 186 (4) of Companies Act, 2013 : Gurantee furnished in favour to HDFC Bank Limited on behalf of Teesta Valley Exports Limited for Rs. 17 Crore towards said company's availment of working capital facility from bank.		





As on  
31.03.2020

As on  
31.03.2019

**37 Capital Management**

The Company's policy focuses on maintenance of stable and strong capital base so as to maintain investors creditors and market conditions to sustain future developments and growth of the business in order to maintain the capital base of the company as a going concern. The return on capital as well as dividend to the shareholders of the company.

Capital includes issued capital and all Equity Reserve and Debts obligation to third party. Company monitor capital on following bearing ratio.

Total Equity	161907848	169994296
Total Debts	162194828	135871495
Debts Equity Ratio %	1.00	0.80

**38 Financial Risk Management**

The company's financial risk management is integral part of how to plan and execute its business strategies and its risk policies are monitored by the Board. The companies activities to expose to varieties of risks such as credit risk, liquidity risk and market risks accordingly frame its policies to minimize the adverse effects.

Credit Risk : 'Credit risk is the risk that counter party will not meets its obligation to a financial loss of the company.

'The company has its policies to limits its exposure to credit risk arising from out standing receivables from the

'Customers, review its payment terms, credit limits of each customers Periodically.

**Liquidity Risk**

'Liquidity risks is the risk that the company may face its obligation to timely re payments its credit facilities.

'The company closely monitors its cash flow and ensuring timely collections of its receivables as well as - 'movements of inventories.

The table below summaries the maturity profile of its liabilities.

'Payable on demand/within a year

'Borrowing - Secured	72842790	71522305
'Trade Payables	14236505	11517035
'Other Financial Liabilities	8607752	10162813
'Other Current Liabilities	65726759	39630335
<b>Total-A</b>	<b>161413806</b>	<b>132832488</b>

'Payable on 1 to 5 years

'Borrowing - Secured	—	2504462
Borrowing - unsecured	370205	—

**Total-B** 370205 2504462

**Total - (A+B)** 161354678 135336950



42. Revenue from the contracts with customers disaggregated based on primary geographical markets, major products, type of sales and type of customers.

	For the period ended 31.03.2020	For the period ended 31.03.2019
<b>Type of Goods &amp; Services</b>		
Orthodox Tea	15,33,98,981/-	17,23,70,126/-
<b>Total</b>	<b>15,33,98,981/-</b>	<b>17,23,70,126/-</b>
<b>Geographical Region</b>		
India	15,33,98,981/-	17,23,70,126/-
<b>Total</b>	<b>15,33,98,981/-</b>	<b>17,23,70,126/-</b>
<b>Type of Sales</b>		
Manufactured	15,33,98,981/-	17,23,70,126/-
<b>Total</b>	<b>15,33,98,981/-</b>	<b>17,23,70,126/-</b>
<b>Type of Customers</b>		
Non Government	15,33,98,981/-	17,23,70,126/-
<b>Total</b>	<b>15,33,98,981/-</b>	<b>17,23,70,126/-</b>


43. COVID-19 :-


The outbreak of COVID-19 and consequent imposition of national Lockdown by the Government of India to deter its impact seriously affected the economic activities and operational performance of the Company. The management has considered the possible effect that may arise from the pandemic on the recoverability/carrying value of the assets. Based on the current indicators of future economic conditions, the Company management expects to recover the carrying amounts of the assets. However, as the trend suggests future economic conditions may be subject to material changes in days ahead. Given the uncertainty, the final impact on company's assets in future may differ from that estimated at the date of closing of financial statement of the company.

44. The figures of the financial statement are expressed in absolute term due to shortage of work force as against Clause-5, Schedule-iii of division -ii laying down presentation of figure to the nearest of hundred/thousand/ lakhs /million or decimal thereof.

For BASU CHANCHAN & DEB  
CHARTERED ACCOUNTANTS  
R. No. -304040E  
  
BISWANATH CHATTOPADHYAY  
Partner  
(M. No. -051800)

  
Managing Director  
Bharat Bajoria  
DIN : 00109241

  
Director  
Mudit Bajoria  
DIN : 00015402

  
Director  
Ram kishan Nowal  
DIN : 00310028

CFO  
B C Dalai



UDIN:20051800AAAABL4395

Place: Kolkata

Dated, :The 5th day of December, 2020