SPBP TEA (INDIA) LIMITED

Annual Report 2014-2015

ANNUAL GENERAL MEETING

Date : 30th September, 2015

Day : Wednesday

Time : 4.00 P.M.

Place : Registered Office of Company
"CRESCENT TOWER"
4TH FLOOR, ROOM NO. 4E
229, A. J. C. BOSE ROAD
KOLKATA - 700 020

CONTENTS :

DIRECTORS

MANISH KUMAR

GOURI SHANKAR KEJRIWAL

ALOK KRISHNA AGARWAL

MRS. SHAILJA HALDIA

BALESH KUMAR BAGREE

TEA ESTATE
DURRUNG TEA ESTATE
P.O. BINDUKURI - 784 502
DIST. SONITPUR, TEZPUR
ASSAM

BANKERS
Allahabad Bank

REGISTERED OFFICE
"CRESCENT TOWER"
4TH FLOOR, ROOM NO. 4E
229, A. J. C. BOSE ROAD
KOLKATA - 700 020

AUDITORS
V. SINGHI & ASSOCIATES

CIN NO.
L01132WB1981PLC197045

NOTICE

NOTICE is hereby given that the Annual General Meeting of Members of SPBP Tea (India) Ltd. will be held at the Registered Office of the Company at "CRESCENT TOWER" Room No. 4E 4th Floor 229 A.J.C. Bose Road, Kolkata - 700 020 on Wednesday the 30th September, 2015 at 4.00 P.M to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2015, together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Manish Kumar (DIN : 00121900) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To Consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

   "RESOLVED THAT in accordance with applicable provisions of the Section 139 of Companies Act 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof), M/s. V. Singhi & Associates (Firm Registration No. 311017E), Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration as may be decided by the Board of Directors."

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 sections 149,150,152 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Balesh Kumar Bagree (DIN : 01625256) who was appointed as an Additional Director on the Board of the Company on 23rd March '2015 and who holds office up to the date of conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member together with a deposit of Rs. 1,00,000/- under Section 160 of the Companies Act 2013, proposing his candidature for the office of Directorship, be and is hereby appointed as a Non-Executive Director, liable to retire by rotation, as per the applicable provisions of the Companies Act 2013."

5. To consider and thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution :

   "RESOLVED THAT pursuant to the provisions of Sections 186 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and subject to such other approvals, consents, sanctions and permissions, as may be necessary and as per provisions of the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any other body (ies) corporate and/or give any guarantee or provide security in connection with a loan to any other body(ies) corporate and/or acquire by way of subscription, purchase or otherwise, the securities of anybody(ies) corporate up to an aggregate amount not exceeding Rs. 500 crores notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/or securities so far acquired or to be acquired by the company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013 ."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions including finalization of the terms and conditions for giving the loans, guarantees, or providing securities or for making such investments and to execute such documents, deeds, writings, papers, and agreements as may be required and do all such further acts, deeds, matters and things, as it may in its absolute, discretion, deem fit, necessary or appropriate."

6. To consider and thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution :

"RESOLVED THAT, in accordance with the provisions of section 196,197 & 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of members and such other consents, approvals or permissions as may be necessary, Shri Ajay Kumar Singh (DIN : 06748324) who was appointed as an Additional Director on the Board of the Company on 14th August, 2015 and in respect of whom the Company has received a notice in writing from a Member together with a deposit of Rs. 1,00,000/- under section 160 of the Companies Act, 2013 proposing his candidature for the office of Directorship, be and is hereby appointed as an Executive Director of the company for a period of 3 (Three) years with effect from 1st September 2015, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice convening this meeting, with liberty to the Board of Director (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said reappointment and/or remuneration as it may deem fit and as may acceptable to Shri Ajay Kumar Singh which may exceed the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 197 of the Act, where in any financial year during currency of the terms of office, the company has no profits or its profits are inadequate, it may pay remuneration to Shri Ajay Kumar Singh by way of salary and perquisites as Minimum remuneration notwithstanding that such remuneration is in excess of the limits specified in Schedule V of the Companies Act, 2013 or any modification thereof from time to time."

"RESOLVED FURTHER THAT Shri Manish Kumar, Director, and Shri Balesh Kumar Bagree, Director of the Company be and are hereby severally authorized to do all such acts, deeds, and things and furnish such information/clarifications/ declarations, certificate and other papers as may be required in this regard, to file any e-forms as may be required."

By order of the Board
For SPBP Tea (India) Ltd.
(CIN NO. : L01132WB1981PLC197045)

Place : Kolkata
Date : The 14th August, 2015

(Balesh Kumar Bagree)
Director
DIN No. : 01625256

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote, instead of him/her. A proxy need not be a member of the Company. In order to be effective, the instrument appointing proxy must reach the Registered Officer of the Company not less than forty-eight hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the Paid up Capital of the Company carrying voting rights. A Member holding more than ten percent of the Paid up Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

   Members are requested to notify to the Registrar of the Company, M/s. ABS CONSULTANT PVT. LTD., Stephen House, 6th Floor, Room No. 99, 4, B.B.D. Bag (East), Kolkata – 700 001, any change in their address.

2. The Register of Members and Equity Share Transfer Registers will remain closed from 24th September, 2015 to 30th September, 2015 (both days inclusive).

3. Voting through electronic means

   I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and clause 35B of the Listing Agreement, Members are provided with the facilities to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system provided by Central Depository Services (India) Ltd. (CDSL).

The notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The e-Voting particulars are provided at the bottom of the Attendance Slip for the Annual General Meeting (AGM) :

The e-voting period begins on 27.09.2015 from 9.00 A.M. and ends on 29.09.2015 till 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of 23.09.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Members also have the option to vote through Ballot Form. However, the duly completed Ballot Form should reach the Scrutinizer appointed for the purpose Mr. Pravin Kumar Drolia (Practicing Company Secretary) at 9, Crooked Lane, 3rd Floor, Room No.19, Kolkata – 700 069, not later than 29.09.2015 (5.00 P.M.) (i.e. closing date of e-Voting) Ballot form received after this date will be treated as invalid. If member casts votes by both modes, then voting done through e-Voting shall prevail and Ballot Form shall be treated as invalid.

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

The Instructions for E-Voting are as under :

a. Log on to the e-voting website : **www.evotingindia.com** during the voting period.
b. Click on "Shareholders" tab .
c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip alongwith "**SPBP TEA (INDIA) LIMITED**" from the drop down menu and click on "SUBMIT".
d. Now Enter your User ID (as mentioned in the Attendance Slip) :
   i. For CDSL : 16 digits beneficiary ID,
   ii. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
   iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
e. Next enter the Image Verification as displayed and Click on Login.
f. If you are holding shares in Demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
g. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes :
h. After entering these details appropriately, click on "SUBMIT" tab.
i. Members holding shares in physical form will then reach directly 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 field.
j. 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.
k. For Members holding shares in physical form, the **details in Attendance Slip** can be used only for e-voting on the resolutions contained in this Notice.

l. Click on the relevant EVSN "**SPBP TEA (INDIA) LIMITED**" for which you choose to vote.
m. 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.
n. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
o. 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.
p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
r. If Demat account holder has forgotten the **changed password** then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.
s. **For Non – Individual Shareholders and Custodians:**
t. ● Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **https://www.evotingindia.com** and register themselves as Corporate.
   ● A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to **helpdesk.evoting@cdslindia.com.**
   ● After receiving the login details a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
   ● The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
   ● A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

III. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.

IV. **If a person became the member of the company after the dispatch of notice, then such member may contact the company for Login ID and other e-voting related details.**

V. The voting rights of shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the **cut-off/entitlement date of 23.09.2015.**

VI. Mr. Pravin Kumar Drolia, Practicing Company Secretary, (Membership No. 2366) of Drolia & Co. has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VII. The Scrutinizer shall within a period not exceeding three (3)working days from the conclusion of AGM unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared after the Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared alongwith the Scrutinizer's Report shall be communicated to **CDSL** and **The Calcutta Stock Exchange Association Limited** on or after 5th October 2015.

4. Members desirous of getting any information on account of operations of the Company is requested to forward his queries to the Company's Registered Office **at least seven days prior** to the Meeting so that the required information can be made available at the Meeting.

Members are hereby informed that Dividends which remain unpaid or unclaimed over a period of 7 years have to be transferred by the Company to Investor Education & Protection Fund (IEPF) constituted by the Central Government under Section 124 & 125 of the Companies Act 2013 and no claim shall lie.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013.

ITEM NO. 4

The Board of Directors at their meeting held on 23rd March, 2015 appointed Mr. Balesh Kumar Bagree as an Additional Director of the Company with immediate effect. Under section 161 of the Companies Act, 2013 Mr. Balesh Kumar Bagree (DIN : 01625256) holds office only up to the conclusion of this Annual General Meeting of the Company.

Mr. Balesh Kumar Bagree has a vast experience in the field of business of the Company.

A Notice under Section 160 of the said Act with the prescribed deposit has been received from a Member of the Company signifying his intention to propose the name of Mr. Balesh Kumar Bagree as a candidate for the office of Director of the Company. The Board considers that the appointment of Mr. Balesh Kumar Bagree as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board recommends his appointment as a Director of the Company whose period of office is liable to determination by retirement of directors by rotation.

Except Mr. Balesh Kumar Bagree being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Resolution set forth in Item No. 4 for the approval of the Members.

ITEM NO. 5

As per the provisions of Section 186 of the companies Act 2013, the Board of Directors of a Company can make any loan, Investments, or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid up capital and free reserves and securities premium account or ii) Hundred percent of its free reserves and securities premium account, whichever is more, if a special resolution approving the same is passed by the members of the company.

Your company is currently looking for opportunities to expand its operation through, inter alia, acquisition route. This may call for investment in the entities to be acquired apart from providing guarantees/securities for them. As a measure of achieving greater financial flexibility and to enable optimal financing structure, an enabling permission is sought from the members pursuant to the said Section 186 to enable the Board of Directors of the Company or any duly constituted committee thereof, to invest in other bodies corporate and or provide loans or give guarantee(s) or provide security (ies) in connection with loans from time to time with in aggregate amount of Rs 500 crore.

The actual investment(s), loan(s), guarantee(s), and security(ies), as the case, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under These investment are proposed to be made out of own surplus funds internal accruals and or any other sources to achive the Company's long term strategic and business objectives.

The Board recommends the passing of the Special resolution, None of the Directors, Key Managerial Personnel or their relatives Except Manish Kumar and his relative in any way concerned or interested, financially or otherwise in this resolution except to the extent of their shareholdings, if any, in the Company.

ITEM NO. 6

The Board of Directors of the Company ("the Board") at its meeting held on Friday 14th August 2015 has subject to the approval of the Members appointed Shri Ajay Kumar Singh, as Executive Director, for a period of 3 years w.e.f. 1st September 2015 at the remuneration recommended by the Remuneration Committee ("the Committee") of the Board and approved by the Board.

Shri Ajay Kumar Singh is science graduate and having more than 34 year experience in Tea and coffee plantation area. He was associated with many Institutions and Association dealing and related with Tea.

It is proposed to seek the Members approval for the appointment of and remuneration payable to Shri Ajay Kumar Singh, as Executive Director, in terms of the provisions of the act.
Board particulars of the terms of appointment and remuneration payable to Shri Ajay Kumar Singh as Executive Director are as under :-

A) PERIOD OF APPOINTMENT : 1st September' 2015 to 31st August' 2018.

B) i) Remuneration : Consolidated all inclusive salary of Rs. 1,21,000/= (Rs One Lac Twenty one thousand only) per month,
(The travelling and other incidental expenses incurred exclusively for official purpose will borne by the Company).

C) **OTHER TERMS AND CONDITIONS :**

i) He shall discharge his duties and functions under the superintendence, direction and control of the Board of Directors and/or Chairman from time to time.

ii) He shall be liable to retire by "Rotation".

iii) So long as he functions as Executive Director, he undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the company.

iv) No sitting fees will be paid to him for attending the meeting of the Board of Directors or Committee thereof.

v) The terms and conditions of his appointment may be altered, amended, varied and modified from time to time by the Board of Directors or Committee thereof as it may be permissible and if deemed fit in terms of the Companies Act, 2013 and any amendments or modification or re-enactments made thereto, in consultation with him.

vi) Notwithstanding anything contained in this part where in any financial year during currency of the term of Office, the Company has no profits are inadequate, it may pay the aforesaid remuneration by way of salary and perquisites as Minimum remuneration subject to the limit provided under schedule-V of the Companies Act, 2013 or any modification thereof from time to time.

vii) He shall act in accordance with the Articles of Association of the Company and shall abide by provisions contained in section 166 of the Act with regard to duties of the Director.

viii) He shall adhere to the Companies Code of Business Conduct and Ethics for Director and Management Personnel.

ix) He satisfy all the conditions set out in part 1 of Schedule V to the Act as also conditions set out under sub-section(3) of section 196 of the act and he is not disqualified from being appointed as Director in terms of section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Shri Ajay Kumar Singh under section 190 of the Act.

The Resolution set out in Item No. 6 of the accompanying Notice is intended to obtain the consent of the shareholders relating to remuneration payable to Shri Ajay Kumar Singh.

Except Shri Ajay Kumar Singh, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise.

The Board recommends the resolutions as set out in the accompanying Notice for your approval as Special Resolution in the interest of the Company.

The Draft Agreement to be entered with Shri Ajay Kumar Singh will remain opened for inspection by the members at the Registered Office of the Company on all working days (except Saturday) between 10 a.m. to 5.00 p.m. up to the date of the Annual General Meeting.

By order of the Board
For SPBP Tea (India) Ltd.
(CIN NO. : L01132WB1981PLC197045)

(Balesh Kumar Bagree)
Director
DIN No. : 01625256

Place : Kolkata
Date : The 14th August, 2015

DIRECTOR'S REPORT

Dear Members,

The Directors of your Company have pleasure in presenting their Annual Report on the affairs of the Company together with the Audited Accounts of the Company for the year ended 31st March, 2015.

Financial Results :

The Financial Results for the year are as under :

PARTICULARS	(Rs. in Lacs) 2014-2015	(Rs. in Lacs) 2013-2014
Revenue from operations (Net)	1496.39	1570.11
Profit before Depreciation, Interest & Tax (PBDIT)	129.36	187.32
Less : Interest & Financial Expenses	111.03	115.63
Profit / (Loss) before Depreciation & Tax (PBDT)	18.33	71.69
Less : Depreciation	42.25	49.29
Profit / (Loss) before tax	(23.92)	22.40
Less : Tax Expense		
Earlier Year	—	.24
Current Year	—	4.13
Fringe Benefit Tax :	—	(0.26)
For earlier year		
Deferred Tax	28.23	(2.07)
Profit for the period after tax (PAT)	4.32	20.36
Add : Balance of Profit brought forward from previous year	68.91	48.55
Profit available for Appropriations	73.23	68.91

DIVIDEND

Due to insufficient profits, your Directors do not propose any dividend.

PERFORMANCE

During the year under review the production of Tea Leaf was severely affected due to severe drought and adverse weather conditions throughout the year in the entire tea producing areas of North East Region. The final production for the year was 987589 Kgs. (from both own and bought leaf) against previous year's production of 1148280 kgs (from both own and bought leaf).

Although prices of tea were steady, the cost of production increased substantially due to steep rise in coal prices, electricity expenses, employee cost and other stores item resulting loss in the working of the Company during the year under review.

This year also the Company continued its program of factory modernization in order to achieve better standards of tea produced. The replanting and infilling continues as per program to ensure better yield.

DIRECTOR'S REPORT (CONTD.)

PROSPECTS :

Absence of rainfall from the beginning of crop season of the year 2015, has badly affected the availability of tea leaf in your estate which results in low production of tea. This is in line with the conditions prevailing in the entire tea producing areas of Assam and Dooars. In addition to this there are also pest attacks in some areas including ours, resulted in crop loss in the whole region.

However, it is expected that the shortfall in production in earlier part of season will be recovered. Cost of production will be impacted due to effect of labour wages increase and increase on other input costs. Barring unforeseen circumstances, the directors are hopeful for a reasonable performance.

APPLICABILITY OF CLAUSE 49 OF THE LISTING AGREEMENT WITH STOCK EXCHANGE

As per recent circular of SEBI on clause 49 of the listing agreement, your Company is outside the purview of clause 49 of the listing agreement. So no comments are invited on this clause anywhere in this Director's report.

PUBLIC DEPOSIT

The Company has not accepted any public deposit during the year under review.

DIRECTORS

During the year under review, office of Narendra Kumar Whole-time Director and C.E.O. was vacated on 14th February' 2015 due to his unfortunate demise. The office of G. S. Sharma Whole Time Director & C.F.O was also vacated on 28th February 2015 due to his sudden demise. Mr. Balesh Kumar Bagree (DIN-01625256) was appointed as an Additional Director on 23rd March' 2015 during the year under review and his office is liable to be vacated at the ensuing Annual General Meeting. Shri Manish Kumar is liable to retire by rotation at the ensuing Annual General Meeting, and is eligible for re-appointment.

STATEMENT OF DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149(6) :

The Independent Directors have submitted the declaration of independence, as required pursuant to Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in Sub Section (6).

The Independent Directors have confirmed and declared that they are not dis-qualified to act as an Independent Director in compliance with the provisions of Section 149 of the Companies Act, 2013 and the Board is also of the opinion that the Independent Directors fulfils all the conditions specified in the Companies Act, 2013 making them eligible to act as independent Directors.

KEY MANAGERIAL PERSONNEL

The Office of C.E.O. and C.F.O. were vacated due to demise of Mr. Narendra Kumar and Mr. G. S. Sharma respectively on 14th February'15 and 28th February'2015 respectively.

The Company has appointed Shri Dharmendra Maheshwari as Chief Financial Officer, on 20th April' 2015 in the category of 'Key Managerial Personnel' in terms of the requirements of the Companies Act, 2013.

Mr. Purshottam Dalmia, a person with experience of more than 25 years in managerial capacity post has been appointed as Chief Executive Officer by the Board with effect from 1st June'2015.

The Company is also looking for a suitable candidate to act as a Company Secretary of the Company.

ANNUAL EVALUATION

In compliance with the Companies Act, 2013, the performance evaluation of the Board and that of its committees and individual directors was carried out during the year under review.

COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION INCLUDING POLICY–SECTION 178(1) AND 178(3)

The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing Industry practice.

The nomination & remuneration committee is responsible for formulating framework and policy for remuneration, terms of employment and criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Executives.

The Committee also reviews the ongoing appropriateness and relevance of the remuneration policy and ensures that all provisions regarding disclosure of remuneration are fulfilled.

The Committee, along with the Board, reviews on an annual basis, appropriate skills, characteristics and experience required of the Executives for the better management of the Company.

In evaluating the suitability of individual Board members, the Committee takes into account many factors, including general understanding of the Company's business dynamics, global business and social perspective, educational and professional background and personal achievements.

The Company has a credible and transparent framework in determining and accounting for the remuneration of the Managing Director / Whole Time Directors (MD / WTDs), Key Managerial Personnel(s) (KMPs) and Senior Management Personnel(s) (SMPs). Their remuneration are governed by the external competitive environment, track record, potential, individual performance and performance of the company as well as industry standards.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under the Companies Act 2013, with respect to Directors' Responsibility Statement on the basis of the information made available to the Directors, it is hereby confirmed:

i) That in the preparation of the accounts for the financial year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;

ii) That the selected accounting policies were applied consistently and the Directors 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 6 month financial period and of the profit or loss of the Company for the period under review;

iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

iv) the annual accounts have been prepared on a going concern basis;

v) the internal financial controls have been laid down and such internal financial controls are adequate and are operating effectively; and

vi) the Company has adequate internal systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

INTERNAL CONTROL SYSTEM

The company has a proper and adequate system of internal controls to ensure that all assets are safeguarded, and protected against loss from unauthorized use or disposition, and that transactions are authorized, recorded and reported correctly.

The Internal Audit of the Company is conducted by an Independent Chartered Accountant Firm. The findings of the Internal Audit and the Action Taken Report on the Internal Audit are placed before the Audit Committee which reviews the audit findings, steps taken and the adequacy of Internal Control System.

RISK MANAGEMENT

The Company has laid down well defined risk management mechanism covering the risk exposure, potential impact and risk mitigation process. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined frame work.

In line with the new regulatory requirements, the Company has formally framed a Risk Management Policy to identify and assess the key risk areas, monitor and report compliance and effectiveness of the policy and procedure.

STATUTORY AUDITORS

The auditors, M/s. V. Singhi & Associates, Chartered Accountants, Kolkata, retires at this Annual General Meeting and being eligible offers themselves for reappointment.

AUDITOR'S REPORT

The Statutory Auditors of the Company have submitted Auditors' Report on the accounts of the Company for the accounting year ended March 31, 2015. The notes on financial statements referred to in the auditor's report are self-explanatory and do not call for any further comments. The auditor's report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDIT REPORT

The Board of Directors of the Company has appointed Shri Pravin Kumar Drolia, Practicing Company Secretary, as "Secretarial Auditor" of the Company to conduct Secretarial Audit for the financial year ended March 31, 2015, pursuant to the provisions of Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

A Secretarial Audit Report submitted by M/s. Drolia & Co., (Company Secretaries) is annexed here with as Annexure-A. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark.

DISCLOSURES UNDER THE COMPANIES ACT, 2013

i) **EXTRACT OF ANNUAL RETURN U/S 92(3)**

The details forming part of the extract of the Annual return in Form MGT-9 is enclosed in Annexure-B

ii) **NUMBER OF BOARD MEETINGS**

The Board of Directors met 8 times in the financial year ended 31st March, 2015. The details of the Board meeting and the attendance of the Directors are enclosed herewith as per Annexure-C.

iii) **RELATED PARTY TRANSACTIONS**

All the related party transactions are entered on arm's length basis and are in compliance with the applicable provisions of the Act. There are no materially significant related party transactions made by the Company with promoters, directors or key managerial personnel etc. which might have potential conflict with the interest of the Company at large.

The details of the transactions with the related parties are provided in the Company's Financial Statement.
Particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 is enclosed in Annexure-D as per Form AOC-2

iv) **COMPOSITION OF AUDIT COMMITTEE**

The Board has re-constituted the Audit Committee which comprises of Shri G. S. Kejriwal, as the Chairman, Shri Manish Kumar and Shri Alok Krishna Agarwal, as the members. All the recommendations made by the Audit Committee were accepted by the Board.

v) **VIGIL MECHANISM**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a vigil mechanism for directors and employees to report genuine concerns has been established and the Chairman of the Audit Committee will be the Compliance Officer for Vigil Mechanism Policy.

vi) There were no material changes and commitments affecting the financial position of the Company occurring between 31st March, 2015 and the date of this Report.

vii) There is no change in the business of the Company.

viii) There were no significant and material orders passed by regulators or courts or tribunals impacting the growing concern status and Company's operation in future.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

PARTICULARS OF EMPLOYEES

There was no employee during the year who was in receipt of remuneration exceeding the prescribed limit as mentioned in section 134 (3) (q) read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

The prescribed particulars of conservation of energy, technology absorption and R & D activities required U/s 134(3)(m) read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is attached as Annexure E and forms part of this Director's Report.

FOREIGN EXCHANGE EARNINGS AND OUTGO

During the period, the Company has not made any export, hence the export earning is Nil.

ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the Banks & Financial Institutions, Central and State Government authorities, Regulatory authorities, Stock Exchanges and the stakeholders for their continued co-operation and support to the Company. Your Directors also wish to record their appreciation for the continued co-operation and support received from the employees of the Company.

On behalf of the Board

Place : Kolkata
Date : The 30th May, 2015

Balesh Kumar Bagree
Director

Gouri Shankar Kejriwal
Director

ANNEXURE - A

To,

The Members,

SPBP TEA (INDIA) LIMITED

CRESCENT TOWER,

229, A J C BOSE ROAD,

Kolkata-700020

Our 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. Our responsibility is to express as opinion on these secretarial records based on out audit.
2. We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required. We have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on test basis. However, Management of the company reported that website of the company is under process and will be completed soon.
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.

For DROLIA & COMPANY
(Practicing Company Secretaries)
Sd/=
Pravin Kumar Drolia
(Proprietor)
FCS : 2366
C P No. : 1362

Place : Kolkata
Date : 29-05-2015

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH 2015

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

The Members,
SPBP TEA (INDIA) LIMITED
Crescent Tower
229, A. J. C. Bose Road,
Kolkata – 700 001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. SPBP Tea (India) Limited**, (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion there on. Based on our verification of the **M/s. SPBP Tea (India) Limited's** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and return filed and other records maintained by **M/s. SPBP Tea (India) Limited** ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent applicable of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as applicable to the Company during the period under review:-

- (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, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

[The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable to the Company for the financial year ended 31-03-2015 :

- (a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;]

(vi) OTHER LAWS AS MENTIONED IN THE ANNEXTURE ATTACHED HEREWITH AND AS MAY BE APPLICABLE TO THE COMPANY

We 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 Agreements entered into by the Company with **CSE;**

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

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

Adequate notice 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.

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

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

We further report that during the audit period, the Company has :

(i) Not allotted any Public/Right/ Preferential issue of Shares/Debentures/Sweat Equity or any other Security.

(ii) No redemption / buy-back of securities.

(iii) Major decisions taken by the Members in pursuance to section 180 of the Companies Act, 2013.

a) Section 180(1)(c), power to Directors to borrow over and above paid up Capital and free reserve,

b) Section 180(1)(a) power to Directors to Sale, lease, transfer or otherwise dispose of or dealing with Company's properties or undertaking and creation of charges / mortgage / hypothecation on moveable and immoveable properties of the Company, both present and future in favor of any one or more of the financial institutions / Bank and other investing agencies of an aggregate value not exceeding the borrowing limit available to the Board in terms of Section 180(1)(c) of the Companies Act 2013 together with interest thereon.

(iv) No Merger/Amalgamation / Reconstruction etc.

(v) No Foreign technical collaborations.

For DROLIA & COMPANY
(Company Secretaries)
Sd/=
Pravin Kumar Drolia
(Proprietor)
FCS : 2366, CP No. : 1362

Place : 9, Crooked Lane
Kolkata - 700 069
Date : 29-05-2015

ANNEXTURE TO THE SECRETARIAL AUDIT REPORT
LIST OF OTHER APPLICABLE LAWS

(i) Employees State Insurance Act, 1948
(ii) Employers Liability Act, 1938
(iii) Environment Protection Act, 1986 and other Environmental Laws
(iv) Equal Remuneration Act, 1976
(v) Factories Act, 1948
(vi) Hazardous Wastes (Management and Handling) Rules, 1989 and Amendment Rule, 2003
(vii) Indian Contract Act, 1872
(viii) Income Tax Act, 1961 and Indirect Tax Laws
(ix) Indian Stamp Act, 1999
(x) Industrial Dispute Act, 1947
(xi) Maternity Benefits Act, 1961
(xii) Minimum Wages Act, 1948
(xiii) Negotiable Instruments Act, 1881
(xiv) Payment of Bonus Act, 1965
(xv) Payment of Gratuity Act, 1972
(xvi) Payment of Wages Act, 1936 and other applicable
(xvii) Apprentices Act'1961
(xviii) Competition Act' 2002
(xix) Consumer Protection Act'1986
(xx) Indian Easements Act'1882
(xxi) Sale of Goods Act'1930
(xxii) Water (Prevention and Control of Pollution) Act' 1974
(xxiii) Employee Provident fund and Miscellaneous Provisions Act' 1952

ANNEXURE-B

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on March 31, 2015 of SPBP TEA (INDIA) LIMITED [Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

(i) CIN : L01132WB1981PLC197045
(ii) Registration Date : 01/07/1981
(iii) Name of the Company : SPBP TEA (INDIA) LIMITED
(iv) Category / Sub-Category of the Company : Company Limited by Shares
(v) Address of the Registered office and contact details :
Room No. 4E, Crescent Tower, 4th Floor
229, A. J. C. Bose Road, Kolkata - 700 020
E-mail : spbptea@gmail.com
Website : Under preparation
(vi) Whether listed Company : Yes at Calcutta Stock Exchange of India Ltd.
(vii) Name, Address and Contact details of Registrar and Transfer Agent, if any :
ABS Consultant Pvt. Ltd.
Stephen House
4, B. B. D. Bag (East), Kolkata - 700 001
Website Address : NIL
Phone : +91 33 2243 1053

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 Product	NIC Code of the Product	% to total turnover of the Company
1.	Cultivation, Growing, Manufacturing of Black Tea	01132	100.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

Sl. No.	Name & Address of the Company	CIN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
1	None				
2					

IV. SHAREHOLDING 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 01.04.14				No. of Shares held at the end of the year 31.03.15				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
A. Promoters									
(1) Indian									
Individual / HUF	382968	—	382968	40.86	382968	—	382968	40.86	—
Central Govt.	—	—	—	—	—	—	—	—	—
State Govt.	—	—	—	—	—	—	—	—	—
Bodies Crop.	303627	—	303627	32.40	303627	—	303627	32.40	—
Banks / FI	—	—	—	—	—	—	—	—	—
Any other	—	—	—	—	—	—	—	—	—
Sub Total (A) (1)	686595	—	686595	73.26	686595	—	686595	73.26	—
(2) Foreign	—	—	—	—	—	—	—	—	—
NRIs Individuals	—	—	—	—	—	—	—	—	—
Other Individuals	—	—	—	—	—	—	—	—	—
Bodies Corp.	—	—	—	—	—	—	—	—	—
Banks / FI	—	—	—	—	—	—	—	—	—
Any other	—	—	—	—	—	—	—	—	—
Sub Total (A) (2)	—	—	—	—	—	—	—	—	—
Total Shareholding (A) = (A) (1) + (A) (2)	686595	—	686595	73.26	686595	—	686595	73.26	—

B. **Public Shareholding**									
(1) Institutions									
(a) Mutual Funds	—	—	—	—	—	—	—	—	—
(b) Public Fin Ins	—	—	—	—	—	—	—	—	—
(c) Central Govt.	—	—	—	—	—	—	—	—	—
(d) State Govt.	—	—	—	—	—	—	—	—	—
(e) Venture Cap	—	—	—	—	—	—	—	—	—
(f) Insurance Co.	—	—	—	—	—	—	—	—	—
(g) FIIs	—	—	—	—	—	—	—	—	—
(h) Foreign Venture Cap. Fund	—	—	—	—	—	—	—	—	—
(i) Others	—	—	—	—	—	—	—	—	—
Sub Total (B) (1)	—	—	—	—	—	—	—	—	—
(2) Non Institutions	—	—	—	—	—	—	—	—	—
(a) Bodies Corp	—	—	—	—	—	—	—	—	—
(i) Indian	105815	144790	250605	26.74	105815	144790	250605	—	—
(ii) Overseas	—	—	—	—	—	—	—	—	—
(b) Individuals									
(i) Individual Shareholder Holding sh Cap. Upto Rs. 1 lakh	—	—	—	—	—	—	—	—	—
(ii) Individual Shareholder Holding sh Cap. in Excess of Rs. 1 lakh	—	—	—	—	—	—	—	—	—
(c) Other - NRI	—	—	—	—	—	—	—	—	—
Sub Total (B) (2)	105815	144790	250605	26.74	105815	144790	250605	—	—
Total Public Shareholding (B)=(B)(1)+(B)(2)	105815	144790	250605	26.74	105815	144790	250605	—	—
C. Share held by Custodian for GDRs & ADRs	—	—	—	—	—	—	—	—	—
Grand Total (A+B+C)	792410	144790	937200	100	792410	144790	937200	—	—

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.14			Shareholding at the end of the year 31.03.15			% Change in Share Holding during the year
		No. of shares	% of total shares of the company	% of shares Pledged / Encum-bered to total shares	No. of shares	% of total shares of the company	% of shares Pledged / Encum-bered to total shares	
1	Manish Kumar	280	0.03	—	280	0.03	—	No change
2	Ritika Kumar	217155	23.17	—	217155	23.17	—	Do
3	Narendra Kumar	2145	0.23	—	2145	0.23	—	Do
4	Pramod Rani	163388	17.43	—	163388	17.43	—	Do
5	Aryavrat Trading Pvt. Ltd.	303627	32.40	—	303627	32.40	—	Do
	Total	686595	73.26	—	686595	73.26	—	

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

Sl. No.	Category of Shareholders	Shareholding at the beginning of the year 01.04.14		Cumulative Share holding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	686595	73.26	686595	73.26
	Date wise increase / decrease in Promoters shareholding during the Year specifying the reasons for Increase/decrease (e.g. allotment/ Transfer/bonus/sweat equity etc.)	—	—	—	—
	At the end of the year	686595	73.26	686595	73.26

There is no change in Promoter Shareholding during the year ended 31st March 2015 in comparison to last year.

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 01.04.14		Cumulative Share holding during the year	
		No. of shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Pantheon Vinimay (P) Ltd.	28505	3.04	28505	3.04
2	The Ashoka Trading Co. Pvt. Ltd.	50145	5.35	50145	5.35
3	Chieftain Engg. India (P) Ltd.	59900	6.39	59900	6.39
4	Aquatech Projects Pvt. Ltd.	112055	11.96	112055	11.96

(v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year 01.04.14		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year	280	.03	280	.03
	Date wise increase / decrease in Promoters shareholding during the Year specifying the reasons for Increase/decrease (e.g. allotment/ Transfer/bonus/sweat equity etc.)	—	—	—	—
	At the end of the year	280	.03	280	.03

V. **INDEBTEDNESS**

Indebtedness of the Company including interset outstanding/accrued but not due for payment :

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial year 01.04.14				
(i) Principal Amt.	83275790	6350000	—	89625790
(ii) Interest due but Not Paid	78061	—	—	78061
(iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	**83353851**	**6350000**	—	**89703851**
Change in Indebtedness during The Financial year	—	—	—	—
- Addition	7000000	—	—	—
- Reduction	8336613	3700000	—	12536613
Net Change	**95336613**	**3700000**	—	**12536613**
Indebtedness at the end of the Financial year 31.03.15				
(i) Principal Amt.	74439177	2650000	—	77089177
(ii) Interest due but Not Paid	42414	83219	—	125633
(iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	**74481591**	**2733219**	—	**77214810**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole - time Directors and / or Manager :

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
1	Gross Salary			
	(a) Salary as per provisions contained In section 17(1) of the Income Tax Act, 1961	750000	—	750000
	(b) Value of perquisites u/s 17(2) of The Income Tax Act, 1961	—	—	—
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	—	—	—
2	Stock Option	—	—	—
3	Sweat Equity	—	—	—
4	Commission			
	- As % of Profit	—	—	—
	- Others, specify	—	—	—
5	Others, please specify	—	—	—
	Total (A)	750000	—	750000
	Ceiling as per the Act	—	—	—

B. Remuneration to other directors :

Sl. No.	Particulars of Remuneration Paid during 1.04.14 to 31.03.2015	Name of Directors					Total Amount
		—	—	—	—	—	
1	Independent Directors						
	- Fee for attending	—	—	—	—	—	—
	Board committee Meetings	—	—	—	—	—	—
	- Commission	—	—	—	—	—	—
	- Others	—	—	—	—	—	—
	Total (1)	—	—	—	—	—	—
2	Other Non-Executive Directors	—	—	—	—	—	—
	- Fee for attending	—	—	—	—	—	—
	Board committee Meetings	—	—	—	—	—	—
	- Commission	—	—	—	—	—	—
	- Others	—	—	—	—	—	—
	Total (B) = (1) + (2)	—	—	—	—	—	—
		—	—	—	—	—	—
		—	—	—	—	—	—
		—	—	—	—	—	—
	Total Managerial Remuneration	—	—	—	—	—	—
		—	—	—	—	—	—
		—	—	—	—	—	—
		—	—	—	—	—	—
	Overall Ceiling as per the Act	—	—	—	—	—	—
		—	—	—	—	—	—
		—	—	—	—	—	—
		—	—	—	—	—	—

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	Company Secretary	Total Amount
1	Gross Salary			
	(d) Salary as per provisions contained In section 17(1) of the Income Tax Act, 1961	—	—	—
	(e) Value of perquisites u/s 17(2) of The Income Tax Act, 1961	—	—	—
	(f) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	—	—	—
2	Stock Option	—	—	—
3	Sweat Equity	—	—	—
4	Commission			
	- As % of Profit	—	—	—
	- Others, specify	—	—	—
5	Others, please specify	—	—	—
	Total	—	—	—

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalties / Punishment Compounding	Authority [RD / NCLT / Court]	Appeal Made, If any
A. Company					
Penalty Punishment Compounding			NIL		
B. Directors					
Penalty Punishment Compounding			NIL		
C. Other Officers in default					
Penalty Punishment Compounding			NIL		

ANNEXURE- C

Number of Meetings of the Board - and Committees thereof

(a) Details of the Meeting of **Board of Directors** and meetings attended by the directors held between April' 2014 to March' 2015 are as under :

Eight Board Meetings were held during the year on 28th May 2014, 16th July 2014, 4th August 2014, 14th August 2014, 15th November 2014, 24th November 2014, 13th February 2015 and 23rd March 2015

Name of Member	Meeting held	Number of Meeting attended
Shri Narendra Kumar	8	5
Shri Manish Kumar	8	7
Shri G. S. Sharma	8	7
Shri G. S. Kejriwal	8	8
Shri Alok Krishna Agarwal	8	1
Shri Rajesh Kejriwal	8	2
Smt. Shailja Haldia	8	5
Shri Balesh Kumar Bagree	8	1

(b) Details of the Meeting of **Audit Committee** and meeting attended by the Committee Members between April' 2014 to March' 2015 are as under :

During the year the Committee held two meetings on November 15, 2014 and February 13, 2015. The attendance of the members at these meeting are as under :

Name of Members	Position	Meeting held	Number of Meetings attended
Mr. Manish Kumar	Member	2	2
Mr. G. S. Kejriwal	Chairman	2	2
Mr. A. K. Agarwal	Member	2	0

c) Details of the Meeting of **Nomination & Remuneration Committee** and meeting attended by the Committee Member between April' 2014 to March' 2015 as under :

During the year the Committee held no meetings.

ANNEXURE-D

Form No. AOC 2

Sl. No.	Related Party	Relationship	Description of transaction	For the year ended March 31, 2015 (Rs.)
1.	Mr. Narendra Kumar	Director	Remuneration	7,50,000
2.	Zenith Machinery Pvt. Ltd.		Purchase of Fixed Asset	2,02,950

ANNEXURE - E

FORM-A

Form of disclosure of particulars with respect to conservation of energy :

A. Power and Fuel Consumption	Current year Period ended on March 31, 2015	Previous year ended on March 31,2014
1. **Electricity :**		
Purchase unit	11,78,758	11,54,755
Rate / Unit	8.51	7.22
Own Generation		
i) Through Diesel Generators		
Unit Produced	1,06,818	1,08,692
Units / Liters	3.04	3.19
Cost / Unit	19.66	16.78
Through Furnace Oil based Power Plants		
Units Produced	—	—
Units / Liters	—	—
Cost / Unit	—	—
Coal (Specify Quality and where used)		
Qty. (Tones)	7,78,692	11,87,431
Total Cost	53,92,323.18	64,80,118.00
Average Rate	6.92	5.46
2. **Furnace Oil based Boiler :**		
Quantity (K. Ltrs.)	—	—
Total Cost	—	—
Average Rate	—	—
Others / Internal Generation (please give details)		
Qty.	N. A.	N. A.
Total	N. A.	N. A.
Rate / Unit	N. A.	N. A.

B. CONSUMPTION PER UNIT OF PRODUCTION :

	Standards (if any)	Current Year	Prevoius Year
Products (with details)	—	Tea	Tea
Unit	—	Kg	Kg
Quantity		9,87,589	11,48,280
Electricity		1.19 (Units)	1.00 (Units)
Coal (Specify quantity) Steam Coal		0.79 (Kg)	1.03 (Kg)

For and On behalf of the Board of Directors

Place : Kolkata
Date : The 30th May, 2015

Balesh Kumar Bagree
Director

Gouri Shankar Kejriwal
Director

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SPBP TEA (INDIA) LIMITED

Report on the Financial Statements

We have audited the accompanying Financial Statements of **SPBP TEA (INDIA) LIMITED** ("the Company) which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the State of affairs of the Company as at 31st March, 2015 its profit and its cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements :-

1) **Note No. 26 regarding non-provision of accrued gratuity liability of Rs. 178.22 Lacs in accordance with Accounting Standard-15 "Accounting for Retirement Benefits in the financial statements".**

2) **Note No. 27 regarding non-provision of leave salary (amount not ascertained) in accordance with Accounting Standard-15 "Accounting for Retirement Benefits in the financial statements"**

We report that without considering item mentioned at point (2) of above para, the effect of which could not be ascertained and had the impact of the item referred in point (1) of above para, been considered in the financial statements, the loss for the year would have been Rs. 1,73,89,898/- as against reported profit of Rs. 4,31,802/- in the Statement of Profit & Loss and deficit would have been Rs. 1,00,66,843/- as against reported surplus of Rs. 73,23,055/- under the head Reserves and Surplus and Provision for Gratuity would have been Rs. 1,78,21,700/- as against reported figure of Rs. Nil.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we further 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 purpose of our audit;

   b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

   d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read the Rule 7 of the Companies (Accounts) Rules, 2014;

   e) on the basis of the written representations received from the Directors as on 31st March, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015, from being appointed as a director in terms of Section 164 (2) of the Act; and

   f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :

      i. The Company does not have any pending litigation which would impact its financial position.

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There were no amounts due which were required to be transferred to the Investor Eduction and Protection Fund by the Company.

For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Registration No. 311017E
(SUNIL SINGHI)
Partner
Membership No. 060854

Place - Kolkata
Dated : 30th May, 2015

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

(Referred in Paragraph-1 on Other Legal and Regulatory Requirements of our Report of even date to the members of SPBP Tea (India) Limited on the financial statements of the Company for the year ended 31st March, 2015)

On the basis of such checks, as we considered appropriate during the course of our audit, we report that :

1. a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.

   b) As informed to us, the Fixed Assets have been physically verified by the management during the year and there is regular programme of verifications which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

2. a) The inventories (excluding stock lying with third parties) have been physically verified during the year at reasonable intervals by the management. In respect of stocks lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.

   b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

   c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and books records were not material in relation to the operations of the Company and the same have been properly dealt with in the books of account;

3. According to the information and explanations given to us, the Company has not granted any loan, secured or unsecured, to companies, firm or other parties covered in the register maintained under section 189 of the Act. Accordingly, clause 3 (iii) (a) and (b) of the order are not applicable.

4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventories and fixed assets and for sale of products and services. Further during the course of our audit, we have neither come across nor have been informed of any continuing failure to correct major weakness in the aforesaid internal control system.

5. The Company has not accepted any deposits from the public during the year within the meaning of section 73 to 76 of the Act and the rules framed there under to the extent notified.

6. According to the information and explationations given to us, the maintenance of cost records under section 148(1) of the Act is not applicable to the Company. Accordingly, clause 3(vi) of the Order is not applicable.

7. a) As per records of the Company and according to the information and explanations given to us, the Company is generally regular in depositing undisputed applicable statutory dues including Provident Fund, Employees, State Insurance, Income Tax, Sales Tax, Service Tax, Custom Duty, Wealth Tax, Value Added Tax, Cess and any other statutory dues with the appropriate authorities and there are no undisputed amount payable in respect of the same which were in arrears as on 31st March, 2015 for a period of more than six months from the date they became payable.

   b) According to the information and explanations given to us, there are no dues outstanding on account of any dispute.

   c) According to the Information and explanations given to us, there were no amounts due which is required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.

8. The Company has no accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year covered by our audit or in the immediately preceding financial year.

9. According to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks.

10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

11. According to the information and explanations given to us and on an overall examination of the Balance Sheet, we report that no term loan has been obtained by the Company during the year.

12. During the course of our examination of the books of account carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year nor we have been informed of such case by the management.

For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Registration No. 311017E
(SUNIL SINGHI)
Partner
Membership No. 060854

Place - Kolkata
Dated : 30th May, 2015

BALANCE SHEET AS AT 31ST MARCH, 2015

	Notes No.	Rs.	As at 31st March, 2015 Rs.	Rs.	At at 31st March, 2014 Rs.
EQUITY AND LIABILITIES					
Shareholders' Funds					
Share Capital	2	93,72,000		93,72,000	
Reserves and Surplus	3	2,71,32,202	3,65,04,202	2,67,00,400	3,60,72,400
Non-Current Liabilities-					
Long-Term Borrowings	4	65,12,683		1,07,90,731	
Deferred Tax Liabilities (Net)	5	2,58,361	67,71,044	30,81,993	1,38,72,723
Current Liabilities					
Short-Term Borrowings	6	6,69,66,435		7,45,88,724	
Trade Payables	7	1,06,90,221		79,26,200	
Other Current Liabilities	8	1,03,03,272	8,79,59,928	1,05,22,241	9,30,37,165
	TOTAL		13,12,35,174		14,29,82,288
ASSETS					
Non-Current Assets					
Fixed Assets	9				
Tangible Assets		7,11,57,755		6,43,56,644	
Intangible Assets		22,53,495		22,53,495	
Capital Work-in-Progress		5,14,398		—	
Non-Current Investments	10	21,76,000		16,00,000	
Long-Term Loans and Advances	11	25,56,250	7,86,57,898	24,34,296	7,06,44,435
Current Assets					
Inventories	12	2,07,94,024		2,08,78,183	
Trade Receivables	13	10,16,678		14,25,481	
Cash and Cash Equivalents	14	5,19,243		4,98,660	
Short-Term Loans and Advances	15	2,36,01,466		4,38,78,622	
Other Current Assets	16	66,45,865	5,25,77,276	56,56,907	7,23,37,853
	TOTAL		13,12,35,174		14,29,82,288

Significant Accounting Policies 1

The accompanying notes 1 to 33 form an integral part of the financial statements

As per our report annexed
For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Registration No. 311017E
(SUNIL SINGHI)
Partner
Membership No. 060854
Place : Kolkata
Date : 30th May, 2015

For and on behalf of the Board
BALESH KUMAR BAGREE
Director
G. S. KEJRIWAL
Director
SHAILJA HALDIA
Director

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

	Notes No.	Rs.	For the year ended 31 March, 2015 Rs.	Rs.	For the year ended 31 March, 2014 Rs.
Revenue from Operations	17		14,96,38,892		15,70,11,654
Other Income	18		37,84,291		41,31,002
			15,34,23,183		16,11,42,656
Expenses :					
Cost of Raw Materials Consumed	19		4,53,10,524		4,57,72,025
Changes in Inventories of Finished Goods	20		30,71,160		(40,49,385)
Employee Benefits Expense	21		5,25,30,149		5,48,06,318
Finance Costs	22		1,11,02,594		1,15,63,472
Depreciation and Amortization Expense			42,24,887		49,28,871
Other Expenses	23		3,95,75,699		4,58,81,009
			15,58,15,013		15,89,02,310
Profit / (Loss) before tax			(23,91,830)		22,40,346
Tax Expenses					
Current Tax :					
For the year		—		4,13,000	
For Earlier years		—		23,618	
Fringe Benefit Tax :					
For Earlier year		—		(25,551)	
Deferred Tax		28,23,632	28,23,632	(2,06,613)	2,04,454
Profit for the year			4,31,803		20,35,892
Earnings per share :					
Basic			0.46		2.17
Diluted			0.46		2.17
(Also Refer Note No. 32)					

Significant Accounting Policies 1

The accompanying notes 1 to 33 form an integral part of the financial statements

As per our report annexed
For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Registration No. 311017E
(SUNIL SINGHI)
Partner
Membership No. 060854
Place : Kolkata
Date : 30th May, 2015

For and on behalf of the Board
BALESH KUMAR BAGREE
Director
G. S. KEJRIWAL
Director
SHAILJA HALDIA
Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	For the year ended 31st March, 2015 Rs.	Rs.	For the year ended 31st March, 2014 Rs.	Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES :				
Net Profit / (Loss) before tax		(23,91,830)		22,40,346
Adjustments for :				
Depreciation (Net)	42,24,887		49,28,871	
Interest Charged	1,11,02,594		1,15,63,472	
(Profit)/Loss on Sale of Fixed Assets	(69,734)		(1,13,390)	
Interest Income	(15,25,329)	1,37,32,418	(33,84,778)	1,29,94,175
Operating Profit/(Loss) before Working Capital Changes		1,13,40,588		1,52,34,521
Adjustments For Changes In Working Capital :				
Trade & Other Receivables	2,00,79,381		(15,10,274)	
Inventories	84,158		(37,02,393)	
Trade & Other Payables	25,48,987	2,27,12,526	(21,73,317)	(73,85,984)
Net Cash Flow/(Outflow) Before Tax		3,40,53,114		78,48,537
Tax Refund/(Paid)		(5,04,334)		(1,12,521)
Net Cash Inflow/(Outflow) from Operating Activities (A)		3,35,48,780		77,36,016
B. CASH FLOW FROM INVESTING ACTIVITIES :				
Purchase of Fixed Assets		(1,15,56,250)		(25,96,624)
Sale of Fixed Assets		85,590		3,96,080
Interest Received		15,25,329		33,84,778
Purchase of Investments		(5,76,000)		—
Net Cash Inflow/(Outflow) Investing Activities (B)		(1,05,21,331)		11,84,234

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015, (CONTD.)

	For the year ended 31st March, 2015 Rs.	For the year ended 31st March, 2014 Rs.
C. CASH FLOW FROM FINANCIAL ACTIVITIES :		
Borrowings Taken	—	1,40,51,235
Borrowings Repaid	(1,19,04,272)	(1,13,93,854)
Interest Paid	(1,11,02,594)	(1,17,03,193)
Net Cash Inflow/(Outflow) Financing Activities (C)	(2,30,06,866)	(90,45,812)
Net Increase / (Decrease) in Cash & Cash Equivalents (A + B + C)	20,583	(1,25,562)
Cash & Cash Equivalents Opening Balance	4,98,660	6,24,223
Cash & Cash Equivalents Closing Balance	5,19,243	4,98,660
Cash & Cash Equivalents consists of :		
Cash in hand	2,50,448	1,62,215
Balances with Bank (including Fixed Deposits)	2,68,795	3,36,445
	5,19,243	4,98,660

Note : Figures in bracket represent outflow.

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.

Previous years figures have been regrouped / rearranged wherever found necessary

This is the Cash Flow statement referred to in our Report of even date.

As per our report annexed
For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Registration No. 311017E
(SUNIL SINGHI)
Partner
Membership No. 060854
Place : Kolkata
Date : 30th May, 2015

For and on behalf of the Board
BALESH KUMAR BAGREE
Director
G. S. KEJRIWAL
Director
SHAILJA HALDIA
Director

Notes forming part of the financial Statements for the year ended 31st March, 2015

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES

a) BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Financial Statements have been prepared on accrual basis and under the historical cost convention method and in accordance with Generally Accepted Accounting Principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the Accounting Standards notified under section 133 of the Companies Act, 2013 read together with paragraph 7 of the Companies (Accounts) Rules, 2014.

b) USE OF ESTIMATES

The preparation of the financial statements in conformity with the Indian GAAP requires the management to make judgements, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of reporting period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amount of assets or liabilities in future periods.

c) INVENTORIES

Inventories are valued at lower of Cost or Net Realizable Value. Net realizable value is the estimated realizable value in the normal course of business less the estimated costs necessary to make the sale. Stores and Spares are valued at cost.

d) REVENUE RECOGNITION

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition shall also be met before revenue is recognised.

SALE OF PRODUCTS

Revenue from sale of goods is recognised when all significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of goods. Sales are net of returns.

INTEREST

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "Other Income" in the Statement of Profit and Loss.

e) FIXED ASSETS AND DEPRECIATION

i) Fixed Assets are stated at cost. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the assets to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving the purchase price.

Notes forming part of the financial Statements for the year ended 31st March, 2015

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES (contd.)

ii) With the Companies Act, 2013 ("the Act") coming into force with effect from 1st April, 2014, the Company has adopted Schedule II of the Act for depreciation accounting. It has used transitional provisions of Schedule II to adjust the impact of component accounting arising on its first application. If a component has zero remaining useful life on the date of Schedule II becoming effective, i.e. 1st April, 2014 then its carrying amount after retaining its residual value is adjusted to the opening balance of the retained earnings. The carrying amount of other components, i.e. the components whose useful life is not over as at 1st April 2014, is depreciated over the remaining useful life after retaining its residual value.

iii) Pursuant to Companies Act, 2013 the Company has reassessed the useful life of all tangible fixed assets.

The residual value of all assets for depreciation purpose is considered as 5% of the original cost of the assets.

Depreciation on the assets added / disposed of during the year is provided on pro-rata basis with rederence to the month of addition / disposal.

f) GOVERNMENT GRANTS

Government Grant related to specific fixed assets are deducted from Gross Value of related assets in arriving at their Book Value.
Government Grant related to revenue are recognized in the Statement of Profit and Loss.

g) INVESTMENTS

Long term investments are stated at cost unless there is a permanent diminution in value.

h) RETIREMENT BENEFITS

i) Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the Statement of Profit and Loss for the year when the contributions are due. The company has no obligation, other than the contributions payable to the provident fund.

ii) Accrued liability in respect of retirement gratuities are ascertained actuarially at the year end but the same has been accounted for on Cash Basis.

iii) Liability for leave encashment benefits are accounted for on Cash Basis.

i) BORROWING COSTS

Borrowing cost is recognized as an expense in the year in which it is incurred.

j) EARNINGS PER SHARE

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

Notes forming part of the financial Statements for the year ended 31st March, 2015

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES (contd.)

k) TAXES ON INCOME

Tax expense comprises Current and Deferred Tax. Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act.

Deferred tax is calculated at current statutory Income Tax rates as applicable and is recognised on timing difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period. Deferred tax assets subject to consideration of prudence are recognised and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

l) IMPAIRMENT OF TANGIBLE AND INTANGIBLE ASSETS

The Company identifies impairable assets at the year end in accordance with the guiding principles of Accounting Standard-28 issued by the Institute of Chartered Accountants of India, for the purpose of arriving at impairment loss thereon, being the difference in the book value and the recoverable value of the relevant assets. Impairment loss, when crystallizes, are charged against revenues for the year.

m) PROVISIONS

A provision is recognised when the Company has a present obligation as a result of past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting period. These estimates are reviewed at each reporting date and adjusted to reflect the current based estimate.

n) CONTINGENT LIABILITIES

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

Notes forming part of the financial statements for the year ended 31st March, 2015 (Contd.)

	Rs.	As at 31st March, 2015 Rs.	Rs.	As at 31st March, 2014 Rs.
NOTE - 2				
SHARE CAPITAL				
a) Authorised				
Equity Shares of Rs. 10/- each	10,00,000	1,00,00,000	10,00,000	1,00,00,000
Issued, Subscribed and Paid Up				
Equity Shares of Rs. 10/- each fully Paid Up	9,37,200	93,72,000	9,37,200	93,72,000
		93,72,000		93,72,000

b) The shareholders have the right to declare and approve dividends, as proposed by the Board of Directors for any financial year, to be paid to the members according to their rights and interest in the profits. However, no larger dividend shall be declared than is recommended by the Board of Directors.

Each holder of Equity Shares is entitled to one vote per share.

c) In the events of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

d) **Name of the Shareholders holding shares more than 5%**

Name of Shareholders	As at 31st March, 2015		As at 31st March, 2014	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Mrs. Pramod Rani	1,63,388	17.43	1,63,388	17.43
Mrs. Ritika Kumar	2,17,155	23.17	2,17,155	23.17
Aryavrat Trading Pvt. Ltd.	3,03,627	32.40	3,03,627	32.40
Aquatech Projects Pvt. Ltd.	1,12,055	11.96	1,12,055	11.96
The Ashoka Trading Co. Pvt. Ltd.	50,145	5.35	50,145	5.35
Chieftain Engineering (India) Pvt. Ltd.	59,900	6.39	59,900	6.39

As per records of the Company, including its register of shareholders/members and other declaration received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Notes forming part of the financial statements for the year ended 31st March, 2015 (Contd.)

	Rs.	As at 31st March, 2015 Rs.	Rs.	As at 31st March, 2014 Rs.
NOTE - 3				
RESERVES AND SURPLUS				
Capital Reserve				
As per last Financial Statement		28,31,823		28,31,823
General Reserve				
As per last Financial Statement		1,69,77,324		1,69,77,324
Surplus				
As per last Financial Statement	68,91,253		48,55,362	
Add : Profit for the current year as per Statement of Profit and Loss	4,31,802	73,23,055	20,35,892	68,91,253
		2,71,32,202		2,67,00,400
NOTE - 4				
LONG TERM BORROWINGS				
SECURED				
a) **Term Loans**				
From Allahabad Bank [Refer Note 4(b) and (c)]	30,00,000		60,00,000	
Less : Repayable within one year	30,00,000	—	30,00,000	30,00,000
From Tea Board under SPTF Scheme [Refer Note 4(d)				
(i) Loan I [Refer Note 4(e)]	37,42,525		37,42,525	
Less : Repayable within one year	4,67,816	32,74,709	—	—
(ii) Loan II [Refer Note 4(f)]	18,71,262		18,71,262	
Less : Repayable within one year	1,16,954	17,54,308	—	—
(iii) Loan III [Refer Note 4(g)]	14,83,666	14,83,666	14,83,666	70,97,453
Car Loan from HDFC Bank Ltd. [Refer Note 4(h)(ii)]	76,265		3,61,056	
Less : Paid during the year	—		74,241	
Less : Repayable within one year	76,265	—	2,10,550	76,265
Car Loan from HDFC Bank Ltd. [Refer Note 4(h)(iii)]	5,50,015		12,07,919	
Less : Repayable within one year	5,50,015	—	6,57,904	5,50,015
Car Loan from AXIS Bank [Refer Note 4(h)(i)]	66,998		5,27,918	
Less : Paid during the year	—		83,040	
Less : Repayable within one year	66,998	—	3,77,880	66,998
		65,12,683		1,07,90,731

Notes forming part of the financial statements for the year ended 31st March, 2015 (Contd.)

b) The Term Loan and Cash Credit from Allahabad Bank are secured by Equitable Mortgage of Land and Buildings (leasehold property) and hypothecation of Plant & Machineries, Furniture & Fixtures and Vehicles of Durrung Tea Estate and hypothecation / charge over entire Stocks, Book Debts and all other Current Assets of the Company, both present and future and personal guarantees of Mr. Manish Kumar and Late Narendra Kumar, Directors of the Company. The above loan is further secured by second mortgage / hypothecation of immovable and movable assets and Corporate guarantees of Ritspin Synthetics Limited and Wearit Global Limited.

c) The Term Loan from Allahabad Bank is repayable in equal half yearly installments of Rs. 15 lacs each ending on 31.12.2015

d) The loans from Tea Board under SPTF Scheme are secured by second charge by way of Equitable Mortgage of the Immovable property and hypothecation of stock (tea crops). The loan has a moratorium period of five years from the date of disbursement, repayable in sixteen equal half yearly installments commencing from the sixth year.

e) Eighty percent of the loan amounting to Rs. 30,06,151/- is repayable in sixteen equal half yearly installments of Rs.1,87,885/- each beginning from June, 2015. Remaining portion of the loan amounting to Rs. 7,36,374/- is repayable in sixteen equal half yearly installments of Rs. 46,023/- each beginning from August, 2015.

f) Eighty percent of the loan amounting to Rs. 14,97,010/- is repayable in sixteen equal half yearly installments of Rs. 93,563/- each beginning from November, 2015. Remaining portion of the loan amounting to Rs. 3,74,252/- is repayable in sixteen equal half yearly installments of Rs. 23,391/- each beginning from February, 2016.

g) This loan is repayable in sixteen equal half yearly installments of Rs. 92,729/- each beginning from August, 2016.

h) Secured by way of hypothecation of motor cars purchased there against.
From Axis Bank Limited :
i) Repayable in 36 equal monthly installments of Rs. 33,950/- each ending on 15th May, 2015.
From HDFC Bank Limited :
ii) Repayable in 36 equal monthly installments of Rs. 19,570/- each ending on 5th July, 2015.
iii) Repayable in 24 equal monthly installments of Rs. 64,341/- each ending on 5th December, 2015.

Notes forming part of the financial statements for the year ended 31st March, 2015 (Contd.)

	Rs.	As at 31st March, 2015 Rs.	Rs.	As at 31st March, 2014 Rs.
NOTE - 5				
DEFERRED TAX LIABILITY (Net)				
Deferred Tax Liability				
- On account of Accumulated Depreciation	2,58,361		52,99,583	
Less : Deferred Tax Assets				
- For Accumulated Carry forward losses	—	2,58,361	22,17,590	30,81,993
		2,58,361		30,81,993
NOTE - 6				
SHORT TERM BORROWINGS				
SECURED				
Cash Credits				
From Allahabad Bank [Refer Note 4(b)]		6,42,33,216		6,82,38,724
UNSECURED				
Loans from Related Parties [Refer Note No. 29]				
Body Corporates		1,50,000		28,50,000
Director		—		10,00,000
From other Body Corporates		25,83,219		25,00,000
		6,69,66,435		7,45,88,724
NOTE - 7				
TRADE PAYABLES				
Sundry Creditors				
Related Party (Refer Note 29)		16,800		—
Others		1,06,73,421		79,26,200
		1,06,90,221		79,26,200

Notes forming part of the financial statements for the year ended 31st March, 2015 (Contd.)

	Rs.	As at 31st March, 2015 Rs.	Rs.	As at 31st March, 2014 Rs.
NOTE - 8				
OTHER CURRENT LIABILITIES				
Current Maturities of Long Term Debt				
From Allahabad Bank [Refer Note 4(a)]	30,00,000		30,00,000	
Car Loan from HDFC Bank Ltd. [Refer Note 4(c)]	6,26,280		8,68,455	
Car Loan from AXIS Bank Ltd. [Refer Note 4(c)]	66,998	36,93,278	3,77,880	42,46,335
From Tea Board under SPTF Scheme [Refer Note 4 (d)]				
(i) Loan I [Refer Note 4(e)]	4,67,816		—	
(ii) Loan II [Refer Note 4(f)]	1,16,954	5,84,770	—	—
Advance from Customers		2,65,465		10,63,763
Interest accrued and due on term loans		42,414		78,061
Other Liabilities				
- Other Payables		47,96,207		43,24,636
- Payable to Statutory Authorities		9,21,138		8,09,446
		1,03,03,272		1,05,22,241

Notes forming part of the financial statements for the year ended 31st March, 2015 (Contd.)

NOTE - 9
FIXED ASSETS

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as at 31/03/2014	Additions	Disposal/ Adjustments	Cost as at 31/03/2015	Upto 31/03/2014	For the year	On Disposals/ Adjustments	Upto 31/03/2015	As at 31/03/2015	As at 31/03/2014
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
a) Tangible Assets										
Leasehold Land and Boundary Wall	13,29,983	—	—	13,29,983	—	—	—	—	13,29,983	13,29,983
Plantation	1,23,25,079	18,71,079	—	1,41,96,158	—	—	—	—	1,41,96,158	1,23,25,079
Buildings	1,13,64,634	15,30,690	—	1,28,95,324	28,61,194	1,45,878	—	30,07,073	98,88,252	85,03,440
Plant and Machineries	6,53,31,076	76,40,083	3,17,121	7,26,54,038	2,90,05,230	29,47,200	3,01,266	3,16,51,165	4,10,02,873	3,63,25,846
Furniture and Fixtures	17,16,828	—	—	17,16,828	7,65,314	1,19,747	—	8,85,061	8,31,767	9,51,514
Vehicles	97,06,101	—	—	97,06,101	47,85,319	10,12,062	—	57,97,381	39,08,720	49,20,782
Total	10,17,73,701	1,10,41,852	3,17,121	11,24,98,432	3,74,17,057	42,24,887	3,01,266	4,13,40,680	7,11,57,755	6,43,56,644
Figures for Previous Year	10,20,38,076	25,96,623	28,60,998	10,17,73,701	3,50,66,494	49,28,871	25,78,308	3,74,17,057	6,43,56,644	
b) Intangible Assets										
Goodwill	22,53,495	—	—	22,53,495	—	—	—	—	22,53,495	22,53,495
Total	22,53,495	—	—	22,53,495	—	—	—	—	22,53,495	22,53,495
Figures for Previous Year	22,53,495	—	—	22,53,495	—	—	—	—	22,53,495	
c) Capital Works in Progress	—	5,14,398	—	5,14,398	—	—	—	—	5,14,398	—
Total	—	5,14,398	—	5,14,398	—	—	—	—	5,14,398	—
TOTAL	10,40,27,196	1,15,56,250	3,17,121	11,52,66,325	3,74,17,057	42,24,887	3,01,266	4,13,40,680	7,39,25,648	6,66,10,139

Notes forming part of the financial statements for the year ended 31st March, 2015 (Contd.)

	No. of Shares	As at 31st March, 2015 Rs.	No. of Shares	As at 31st March, 2014 Rs.
NOTE - 10				
NON - CURRENT INVESTMENTS				
Long Term (Other than Trade - At Cost)				
Unquoted Fully paid - up Equity Shares of Rs. 10/- each				
Associates				
Wearit Global Limited	24,000	21,76,000	16,000	16,00,000
		21,76,000		16,00,000
NOTE - 11				
LONG TERM LOANS AND ADVANCES				
Unsecured, considered good by the management				
Security and Other Deposits				
- Tea Board Reserve Fund		1,61,000		24,34,296
- NABARD Deposit		1,976		—
- Others		23,93,274		—
		—		—
		25,56,250		24,34,296
NOTE - 12				
INVENTORIES				
(As taken, valued and certified by the management)				
a) Finished Goods (at Net Realisable Value or Cost - whichever is lower)				
Tea*		56,72,985		87,44,145
b) Stores and Spare parts (at cost)		1,51,21,039		1,21,34,038
		2,07,94,024		2,08,78,182

*Includes Rs. 12,81,345/- lying with third parties (Previous Year Rs. 34,25,341/-)

NOTE - 13		
TRADE RECEIVABLES		
Unsecured and considered good by the management		
Other Debts	10,16,678	14,25,481
	10,16,678	14,25,481

Notes forming part of the financial statements for the year ended 31st March, 2015 (Contd.)

	Rs.	As at 31st March, 2015 Rs.	Rs.	As at 31st March, 2014 Rs.
NOTE - 14				
CASH & CASH EQUIVALENTS				
Balances with Scheduled Banks				
In Current Accounts	2,13,795		2,81,445	
Fixed Deposit having maturity more than 12 months (Pledged with a Bank)	55,000	2,68,795	55,000	3,36,445
Cash in hand (As certified by the management)		2,50,448		1,62,215
		5,19,243		4,98,660
NOTE - 15				
SHORT TERM LOANS AND ADVANCES				
UNSECURED (Considered good by the management)				
Advances				
To Related Parties [Refer Note No. 29]		1,92,97,796		3,96,50,000
To Other Parties				
Advance to Suppliers	7,29,885		12,12,925	
Advances to Employees	3,91,000		1,71,095	
Advances to Contractor	1,28,281		54,281	
Prepaid Expenses	—		18,956	
Others	22,36,476	24,85,642	24,57,661	39,14,928
Advance payment of Income Tax*		8,13,312		3,08,978
Advance payment of Fringe Benefit Tax (Net)*		4,716		4,716
		2,36,01,466		4,38,78,622

*Advance payment of Income Tax has been shown net off provisions of Rs. 8,06,630/- (Previous Year Rs. 10,06,000/-)

*Advance payment of Fringe Benefit Tax has been stated net of Provision for Tax Rs. 1,66,000/- (Previous Year Rs. 1,66,000/-)

	As at 31st March, 2015 Rs.	As at 31st March, 2014 Rs.
NOTE - 16		
OTHER CURRENT ASSETS		
Unsecured, Considered good by the management		
Insurance Claim Receivable	11,031	11,031
Subsidy Receivable	56,94,707	50,07,429
Interest Receivable	38,447	6,38,447
Others	9,01,680	—
	66,45,865	56,56,907

Notes forming part of the financial statements for the year ended 31st March, 2015 (Contd.)

	For the year ended 31st March, 2015 Rs.	Rs.	For the year ended 31st March, 2014 Rs.	Rs.
NOTE - 17				
REVENUE FROM OPERATIONS				
Sale of Products				
Tea	15,01,40,976		15,75,76,845	
Less : Excise Duty	5,02,084	14,96,38,892	5,65,191	15,70,11,654
		14,96,38,892		15,70,11,654
NOTE - 18				
OTHER INCOME				
Irrigation Subsidy		6,87,278		—
Replantation Subsidy		5,56,374		—
Interest (Gross) (Tax deducted at Source Rs. 1,52,533/-) (Previous year Rs. 3,38,478/-)				
On Fixed Deposit	—		1,005	
On Loan	15,25,329		33,84,778	
On Income Tax and FBT Refund	14,060		3,099	
Others	1,39,397	16,78,786	—	33,88,882
Profit on sale of Fixed Assets		69,734		1,13,390
Insurance Claim Received		—		6,22,472
Miscellaneous Income		7,92,119		6,258
		37,84,291		41,31,002
NOTE - 19				
COST OF RAW MATERIALS CONSUMED				
(as certified by the management)				
Green Leaf Purchased [100% Indigenous]		4,53,10,524		4,57,72,025
		4,53,10,524		4,57,72,025
NOTE - 20				
CHANGES IN INVENTORIES OF FINISHED GOODS				
Finished Goods				
Opening Stock	87,44,145		46,94,760	
Less : Closing Stock	56,72,985	30,71,160	87,44,145	(40,49,385)
		30,71,160		(40,49,385)
NOTE - 21				
EMPLOYEE BENEFITS EXPENSE				
Salaries and Wages*		4,51,99,004		4,68,72,056
Contributions to Provident and Other Funds		37,35,856		50,23,174
Staff and Labour Welfare expenses (Including Subsidy on food stuff Rs. 19,44,959/-, Previous Year Rs. 19,52,065/-)		35,95,289		29,11,088
		5,25,30,149		5,48,06,318

*Include Remuneration to Whole time Directors

Notes forming part of the financial statements for the year ended 31st March, 2015 (Contd.)

	For the year ended 31st March, 2015 Rs.	Rs.	For the year ended 31st March, 2014 Rs.	Rs.
NOTE - 22				
FINANCE COSTS				
Interest Expense				
To Banks				
On Cash Credit	84,33,112		77,65,258	
On Term Loans	6,43,597		10,63,891	
To Others	10,24,299		12,02,709	
To Tea Board on SPTF	7,42,392	1,08,43,400	7,26,780	1,07,58,638
Other Borrowing Cost		2,59,194		8,04,834
		1,11,02,594		1,15,63,472
NOTE - 23				
OTHER EXPENSES				
Stores and Spare Parts consumed (as Certified) [100% Indigenous]		48,27,485		57,05,941
Power and Fuel		1,69,45,449		1,70,23,738
Rent		26,820		65,820
Repairs & Maintenance :				
To Building	4,82,350		25,62,734	
To Machineries	14,97,879		34,08,227	
To Vehicles	17,47,866		14,78,080	
To Others	2,59,096	39,87,192	24,51,402	99,00,443
Insurance		3,11,633		2,87,319
Rates and Taxes		11,93,071		16,01,720
Packing and Despatch Expenses		14,91,600		13,07,647
Brokerage & Commission		28,67,256		27,31,622
Tea Selling Expenses		49,91,439		41,46,123
General Charges		25,46,886		29,35,890
Legal & Professional Fees		2,81,141		94,520
Payments to Auditors :				
As Auditor	39,326		64,124	
For Taxation matters	—		8,160	
For Management Services	—		6,144	
For Other Services	66,401	1,05,727	1,798	80,226
		3,95,75,699		4,58,81,009

Notes forming part of the financial statements for the year ended 31st March, 2015 (Contd.)

NOTE - 24

Contingent Liabilities and Commitments

Contingent Liabilities not provided for in the Financial Statements in respect of :

	As at 31st March, 2015 Rs.	As at 31st March, 2014 Rs.
(i) Guarantee issued by a Bank on behalf of the Company	55,000	55,000

NOTE - 25

In the opinion of the management, the value of the realization of Long Term Loans and Advances and Current Assets in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet.

NOTE - 26

Employee Benefits : Gratuity

The Company's gratuity scheme, a defined benefit plan, covers the eligible employees and is administered through a gratuity fund. Such gratuity fund, whose investments are managed by trustees themselves, make payments to vested employees or their nominees upon retirement, death, incapacitation or cessation of employment, of an amount based on the respective employee's salary and tenure of employment subject to maximum limit of Rs. 10 lakhs. Vesting occurs upon completion of 5 years of service.

a) Liability in respect of Gratuity upto 31st March, 2015 comes to Rs. 180.05 Lacs as per Actuarial valuation against which the fund accumulation as on 31st March, 2015 is Rs. 1.83 Lacs. Net Liability of Rs. 178.22 Lacs including Rs. 22.09 Lacs for the current year remained unprovided in this Financial Statements.

b) The following Table sets forth the particulars in respect of Defined Benefits Plan of the Company.

Changes in Present Value of defined benefit obligation — **For the year ended**

Sl.	Description	31st March, 2015	31st March, 2014
		Rs. (lakhs)	Rs. (lakhs)
i.	Present Value of defined benefit obligation at 31.03.2014	164.72	163.71
ii.	Employer Service Cost	12.63	11.45
iii.	Interest Cost	12.93	14.73
iv.	Benefits Paid	(6.86)	(18.04)
v.	Actuarial Loss/(Gain) on obligation	(3.37)	(7.18)
vi.	Present Value of Obligation at 31.03.2015	180.05	164.72

Notes forming part of the financial statements for the year ended 31st March, 2015

Note 26 Employee Benefits (Contd.)

Change in Fair value of plan assets

i.	Fair Value of Plan Assets at the beginning of the year	5.73	5.56
ii.	Actual return on Plan Assets	0.10	0.48
iii.	Actual Company Contribution	2.86	—
iv.	Benefit Payments	(6.86)	(18.04)
v.	Fair Value of Plan Assets at the 31.03.2015	1.83	5.73

Amount Recognised in Balance Sheet

i.	Present Value of Obligation at end of the year	180.05	164.72
ii.	Fair Value of Plan Assets at the end of the period	1.83	5.73
iii.	Funded Status [Surplus/(Deficit)]	(178.22)	(158.99)
iv.	Unrecognised Past Service Cost	—	—
v.	Net Asset/(Liability)	(178.22)	(158.99)
vi.	Liability recognised in the Balance Sheet	—	—

Expenses Recognised in Statement of Profit and Loss

i.	Current Service Cost (including risk premium for fully insured benefits)	12.63	11.45
ii.	Interest Cost	12.93	14.78
iii.	Expected Return of Asset	0.28	0.48
iv.	Actuarial (Gain)/Loss	(3.19)	(7.38)
v.	Total Employer Expenses	22.09	18.37
vi.	Recognised in Profit & Loss	2.86	25.77

Principal Actuarial Assumptions

i.	Mortality	LIC (2006-08), ultimate table
ii.	Morbidity	No explicit allowance
iii.	Withdrawal	2% to 1%, depending on the age and length of service.
iv.	Discount Rate	7.5% per annum being consistent with yield on long term Govt. bonds.
v.	Salary Increase	7% per annum
vi.	Normal Age of Retirement	58 years

The experience adjustment on account of acturial assumptions of the Gratuity Scheme is as follows:

	Experience History	2014-15 Rs. (lakhs)	2013-14 Rs. (lakhs)	2012-13 Rs. (lakhs)	2011-12 Rs. (lakhs)	2010-11 Rs. (lakhs)
i.	Defined Benefit Obligation at end of the period	180.05	164.72	163.71	138.74	137.95
ii.	Plan Assets at the end of the year	1.83	5.73	5.56	6.68	6.04
iii.	Surplus / (Deficit)	(178.22)	(158.99)	(158.15)	(132.06)	(131.91)
iv.	Experience Adjustments on Plan Liabilities	3.37	7.18	(3.81)	9.77	(6.96)
v.	Experience Adjustments on Plan Assets	—	—	—	—	—

NOTE - 27

No Provision has been made for leave salary (amount unascertained) payable to employees of the Company. The same is being accounted for on cash basis.

Notes forming part of the financial statements for the year ended 31st March, 2015 (Contd.)

NOTE - 28

Based on the guiding principles given in the "Accounting Standards 17" on Segmental Reporting issued by The Institute of Chartered Accountants of India, the Company is a single segment Company mainly engaged in the manufacturing and selling of Tea and therefore Segment Reporting is not applicable.

NOTE - 29

Information required in accordance with "Accounting Standards - 18" on Related Party Disclosures issued by The Institute of Chartered Accountants of India are given below :-

i) **Relationships**

1) **Associated Companies :**

Ritspin Synthetics Limited
Wearit Global Limited
Wearit Tea Trading Private Limited
SPBP Holdings Private Limited
SPBP Investments Private Limited
Zenith Machinery Pvt. Ltd.
Zenith Forgings Pvt. Ltd.

2) **Key Management Personnels :**

Late Narendra Kumar - Whole Time Director (Ceased, due to death on 14th February, 2015)
Mr. Manish Kumar - Director
Late Girija Sankar Sharma - Director (Ceased, due to death on 28th February, 2015)
Mr. Alok Krishna Agarwal - Director

ii) Disclosure of transactions with related parties are as under :

Key Management Personnel	Nature of Transaction	For the year ended 31st March, 2015 Amount (Rs.)	For the year ended 31st March, 2014 Amount (Rs.)
Late Narendra Kumar	Remuneration	7,50,000	9,16,907
Associates			
SPBP Investment Pvt. Ltd.	Interest paid	8,384	18,247
Wearit Global Limited	Interest Received	—	2,41,107
SPBP Holding Pvt. Ltd.	Interest paid	15,000	13,685
Wearit Tea Trading Pvt. Ltd.	Interest Received	15,25,329	31,43,671
SPBP Holding Pvt. Ltd.	Unsecured Loan Taken	—	1,50,000
SPBP Investment Pvt. Ltd.	Unsecured Loan Taken	—	2,00,000
SPBP Investment Pvt. Ltd.	Unsecured Loan Repaid	2,00,000	—
Wearit Global Limited	Unsecured Loan Given	—	2,26,00,000
Wearit Global Limited	Refund Received	—	2,26,00,000
Wearit Tea Trading Pvt. Ltd.	Advance Given	—	3,46,43,761
Zenith Machinery Pvt. Ltd.	Interest paid	2,65,342	—
Zenith Machinery Pvt. Ltd.	Unsecured Loan Taken	40,00,000	25,00,000
Zenith Machinery Pvt. Ltd.	Unsecured Loan Repaid	65,00,000	—
Zenith Forgings Pvt. Ltd.	Purchase of Fixed Asset	2,02,950	—
Wearit Tea Trading Pvt. Ltd.	Advance Refund	2,17,25,000	3,33,93,671

Notes forming part of the financial statements for the year ended 31st March, 2015 (Contd.)

ii) The amounts or appropriate proportions of outstanding items pertaining at the Balance Sheet date :

Associates	Nature of Transaction	For the year ended 31st March, 2015 (Rs.)	For the year ended 31st March, 2014 (Rs.)
SPBP Holding Pvt. Ltd.	Unsecured Loan Taken	**1,50,000**	1,50,000
SPBP Investment Pvt. Ltd.	Unsecured Loan Taken	**—**	2,00,000
Wearit Tea Trading Pvt. Ltd.	Advance Given	**1,92,97,796**	3,96,50,000
Wearit Global Limited	Investment	**21,76,000**	16,00,000
Zenith Machinery Pvt. Ltd.	Unsecured Loan Taken	**—**	25,00,000
Key Management Personnel			
Associates			
Wearit Global Limited	Guarantee against Long Term Borrowings availed by the Company		
Ritspin Synthetics Limited			
Key Management Personnel		**8,05,00,000**	8,05,00,000
Late Narendra Kumar			
Mr. Manish Kumar			

NOTE - 30

Expenditure in Foreign Currency for Travelling : Rs. Nil (Previous Year : Rs. 4,84,445/-)

NOTE - 31

The proportionate cost of leasehold land has not been amortised in the financial statements for the year as well as for earlier years.

NOTE - 32

Earnings per Share	**For the year ended 31st March, 2015**	For the year ended 31st March, 2014
Numerator		
Profit after Tax	**Rs. 4,31,802**	Rs. 20,35,892
Denominator		
Weighted average number of Equity Shares	**9,37,200**	9,37,200
Earning per Share (Basic and Diluted)	**Rs. 0.46**	Rs. 2.17

NOTE - 33

Previous year figures have been regrouped and / or rearranged wherever necessary.

Signature to Notes 1 to 33

As per our report annexed
For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Registration No. : 311017E
(SUNIL SINGHI)
Partner
Membership No. 060854
Place : Kolkata
Date : 30th May, 2015

For and on behalf of the Board
BALESH KUMAR BAGREE
Director
G. S. KEJRIWAL
Director
SHAILJA HALDIA
Director