



SPBP TEA (INDIA) LIMITED

Annual Report 2016-2017



SPBP TEA (INDIA) LIMITED

BOARD OF DIRECTORS

Mr. Manish Kumar
Mr. Gouri Shankar Kejriwal – Independent Director
Mr. Alok Krishna Agarwal – Independent
Director
Mrs. Shailja Haldén
Mr. Akshay Agarwal
Mr. Ajay Kumar Singh – Whole Time Director

KEY MAGERIAL PERSONNEL

Mr. Purushottam Dalmia – Chief Executive Officer
Mr. Dharmendra Maheshwari – Chief Financial
Officer

BOARD COMMITTEE

Audit Committee

Mr. Gouri Shankar Kejriwal - Chairman
Mr. Manish Kumar
Mr. Alok Krishna Agarwal

Nomination & Remuneration Committee

Mr. Alok Krishna Agarwal - Chairman
Mr. Manish Kumar
Mr. Gouri Shankar Kejriwal

AUDITORS

P. Lunawat & Associates
Everest House, Suit No.8C, 8th Floor,
46C, Jawaharlal Nehru Road,
Kolkata – 700 071

TEA ESTATE

DURRUNG TEA ESTATE
P.O.: Bindukuri – 784502, Assam

ESTATE GENERAL MANAGER

Mr. M. P. Singh

BANKER

Allahabad Bank

ANNUAL GENERAL MEETING

Date : 24th August, 2017
Day : Thursday
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

Book Closure : 21st August, 2017
To 24th August, 2017
(Both Days inclusive)

REGISTERED OFFICE

"CRESCENT TOWER"
4TH FLOOR, ROOM NO. 4E
229, A. J. C. BOSE ROAD, KOLKATA - 700 020
(CIN) L01132WB1982PL
Phone : (033) 4061-3022, 4061-3046
Fax : (033) 4061-3050
E-mail : spbptea@gmail.com

REGISTRAR

ABS CONSULTANT PVT. LTD.
"STEPHEN HOUSE",
Room No.99, 6th Floor,
4, B.B.D. BAGH (EAST), KOLKATA – 700 001
Tel: (033) 2230-1043 Fax : (033) 2243-0153

STOCK EXCHANGE WHERE

SHARE ARE LISTED
CALCUTTA STOCK EXCHANGE LTD.

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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-700020 on Thursday the 24th August, 2017 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 31st March'2017 together with the Reports of the Directors and Auditors thereon.
2. To appoint Director in place of Mr Manish Kumar who retires by rotation and being eligible, offers herself 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 pursuant to the provisions of Section 139 and other applicable provisions, if any ,of the Companies Act, 2013 and the Companies (Audit and Auditors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force),P.Lunawat & Associates ,Chartered Accountants, (Registration No. FRN: 328946E) be and are hereby appointed as Statutory Auditor of the Company in place of V.Singhi & Associates, Chartered Accountants (Registration No 311017E),the retiring Statutory Auditor, to hold office from the conclusion of this Annual General Meeting until the conclusion of Annual General Meeting of the company to be held in the year 2022, subject to ratification by the Members at every Annual General Meeting till the Annual General Meeting to be held in the year 2021 at such remuneration plus taxes as applicable and reimbursement of out of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf."

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. Akshay Agarwal (DIN: 00152380) who was appointed as an Additional Director on the Board of the Company on 11th February '2017 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."

By order of the Board
For SPBP Tea (India) Ltd
CIN L01132WB1981PLC197045

Akshay Agarwal
Director
(DIN : 00152380)

Place: Kolkata
Date: The 27th May, 2017



SPBP TEA (INDIA) LIMITED

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 Office 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 21st August, 2017 to 24th August, 2017 (both days inclusive).
3. Voting through electronic means
 - (a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 SEBI Listing Regulations, 2015 and Secretarial standards on General Meeting (SS2) issued by the Institute of Companies Secretaries of India, The Company is pleased to provide to its Members facilities to exercise their right to votes on the resolutions set forth in the Notice of the AGM using electronic voting system provided by Central Depository Services (India) Ltd. (CDSL).
 - (b) The notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting along with printed Attendance Slip and Proxy Form is being dispatched to those members. Whose name/s are on the Register of Members in the beneficiary list of NSDL and CDSL of the Company on 21st July 2017 (Being cut off date decide by the Board for sending notice of AGM). The e-Voting particulars are provided at the bottom of the Attendance Slip for the Annual General Meeting (AGM).
 - (c) The e-voting period begins on Monday 21st August'2017 from 9.00 A.M. and ends on Wednesday 23rd August'2017 at 5.00 P.M. During this period, shareholder's of the Company holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date 18th August'2017 (Being the cut off date for e-voting decide by the Board) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (d) Once the vote on a resolution cast by the members, the member shall not be allow to change subsequently or cast the vote again. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off date (Record Date) of Friday 18.08.2017.
 - (e) Mr. Pravin Kumar Drolia (Practicing Company Secretary) of 9,Crooked Lane, 3rd Floor,RoomNo.19, Kolkata--700069, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.



- (f) At the venue of AGM Physical Ballot Form will be distributed to the members attending the meeting and at the end of discussion on the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically through remote e-voting facility.
- (g) The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the vote cast through remote e-voting in the presence of at least two(2) witness not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's report of the total votes cast in favour of or against, if any, within 48 hours after the conclusion of the AGM to the Chairman of the company. The chairman, or and by other director/person authorized by the Chairman shall declare the result of the voting forthwith.
- (h) The Results along with the Scrutinizer's shall be placed on the notice board of the company immediately after the result is declared by the chairman or any director or such person authorized by the Chairman or any director or such other person authorized by the Chairman, and same shall be communicated to CDSL and The Calcutta Stock Exchange Association Limited.

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

4. 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 along with "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.



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- 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:
 - 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.



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- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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.

- t. Any person who acquires share of the company and become member of the Company after the dispatch of notice of AGM and holds shares as on cut-off date i.e. 18.08.17 may contact the company for Login ID and other e-voting related details.
 - u. A person who is not a member as on cut-off date should treat this notice for information purpose only.
 - v. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depository as on cut off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Ballot paper.
5. 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 after that.

By the order of the Board
For SPBP Tea (India) Ltd.
CIN L01132WB1981PLC197045

Akshay Agarwal
Director
(DIN: 00152380)

Place: Kolkata
The 27th May, 2017



SPBP TEA (INDIA) LIMITED

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

Item No. 3

In terms of Section 139 of the Companies Act, 2013 ("the Act"), no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. The Act further prescribes that the company has to comply with these provisions within three years from the commencement of the Act.

M/s, V.Singhi & Associates, Chartered Accountants were appointed as Statutory Auditor of the Company in 2001-2002 and reappointed at every Annual General Meeting thereafter.

M/s, V.Singhi & Associates, Chartered Accountants have been in office for ten years and in compliance with provisions of the Act, the company will have to appoint new Auditor in their place.

The Board of Directors has, at its meeting held on 27th May, 2017 appointed M/S P.Lunawat & Associates, Chartered Accountants as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of Annual General Meeting of the company to be held in the year 2022, subject to ratification by the Members at every Annual General Meeting to be held up to in year 2021.

None of the Directors, key managerial personnel and their relatives are, in any way, concerned or interested in the said resolution.

ITEM NO. 4

The Board of Directors at their meeting held on 11th February'2017 appointed Mr.Akshay Agarwal as an Additional Director of the Company from 11th February'2017 Under section 161 of the Companies Act, 2013 Mr. Akshay Agarwal (DIN 00152380) holds office only up to the conclusion of this Annual General Meeting of the Company. Mr. Akshay Agarwal has vast experience in the field of Business.

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.Akshay Agarwal as a candidate for the office of Director of the Company.

The Board considers that the appointment of Mr. Akshay Agarwal 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 .Akshay Agarwal 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.

**DIRECTORS' 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, 2017.

FINANCIAL RESULTS:

The Financial Results for the year are as under:-

PARTICULARS	(in Lakh)	
	2016-2017	2015-2016
Revenue from operations (Net)	<u>1406.30</u>	<u>1015.77</u>
Profit before Depreciation, Interest & Tax (PBDIT)	<u>114.93</u>	<u>124.95</u>
Less: Interest & Financial expenses	<u>113.94</u>	<u>105.16</u>
Profit / (Loss) before Depreciation & Tax (PBDT)	<u>0.99</u>	<u>19.78</u>
Less: Depreciation	<u>60.92</u>	<u>54.47</u>
Profit / (Loss) before tax	<u>(59.93)</u>	<u>(34.68)</u>
Less : Tax Expense		
Fringe Benefit Tax:		
For earlier year	0.00	.05
MAT Credit Entitlement	0.00	(8.03)
Deferred Tax	<u>(6.66)</u>	<u>(34.27)</u>
Profit for the period after tax (PAT)	<u>(66.59)</u>	<u>7.57</u>
Add : Balance of Profit brought forward from previous year	<u>80.80</u>	<u>73.23</u>
Carried over to next year	<u>14.21</u>	<u>80.80</u>

DIVIDEND

Due to loss incurred by the Company during the year under review, your Directors do not propose any dividend.

PERFORMANCE:

Production of Tea for the year was 853667 kgs (from both own and bought leaf) as against previous year's production of 622549 kgs (from both own and bought leaf) showing an increase during the year due to favorable weather conditions in the area.

Although prices of teas were steady, the cost of production increased substantially due to substantial rise in employees cost, coal and other stores items resulting in adverse working of the Company during the year review.

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.

PROSPECT:

Due to favourable weather conditions so far, the crop prospect for the year seem to be encouraging. Expenses during the year has shot up, particularly in the area of wages of the workers and food grains. The wage rise is up to 10 per cent from 01.01.2016 and again 10 per cent from 01.01.2017 in the current year.

However, your directors are taking all possible measures to control the situation by improving the quality during the year and also adding manufacturing facilities of orthodox teas during the year.



SPBP TEA (INDIA) LIMITED

CHANGE IN THE NATURE OF BUSINESS, IF ANY

During the year under review, there has been no change in the nature of business of the Company.

SHARE CAPITAL

The Paid up Share Capital as on 31st March, 2017 is Rs. 93,72,000/-. During the year under review, the Company has not issued any share with differential voting rights nor granted any stock options or sweat equity.

CORPORATE GOVERNANCE

Regulation 17(7), 17(8) and Regulation 27 of new SEBI (Listing obligation and Disclosure Requirement) Regulations, 2015 deals with provisions of Corporate Governance which are applicable to Companies, whose paid up share capital is Rs 3 crore or above and Net worth is Rs 25 crore or above. Since your company is having paid up share capital of Rs 93.72 Lacs implementation and compliance of requirement of Corporate Governance of SEBI (Listing obligation and Disclosure Requirement) Regulations, 2015 are not applicable.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per section 135 of Companies' Act, 2013 a company whose net worth is Rs 500 crore or more or Turnover Rs 1000 crores or Net profit Rs 5 crore or more during any financial year shall have to abide the rules of Corporate Social Responsibility. Since your Company does not fall in the above mentioned category provisions of CSR are not applicable to the Company.

PUBLIC DEPOSIT

The Company has not invited or accepted public deposits from public covered u/s 73 of Companies Act, 2013 and the Companies (Acceptance of Deposit) Rules, 2014.

DIRECTOR & KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Manish Kumar is liable to retire by rotation at the ensuing Annual General Meeting, and being eligible offered herself for re-appointment. The Company has not full time Company Secretary under the category of KMP during the year under review and the Company is looking for a suitable candidate for the said post on urgent basis. However the Company has appointed Mr. Pravin Kumar Drolia (CP 1362) a practicing Company Secretary on full time basis to advice on day to day secretarial matters. The Company has proper KMP representation on the Board i.e. CEO and CFO.

Mr. Balesh Kumar Bagree resign from Board of Director with effect from 1st February, 2017.

Mr. Akshay Agarwal who was appointed as an additional director by the Board on 11th February, 2017 and whose office is liable to vacate at the ensuing Annual General Meeting, is eligible for reappointment. The Board recommended the passing of the resolution at the ensuing AGM for his reappointment as Director as per applicable provisions of the Companies Act 2013 and rules made thereunder.

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.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(3) of SEBI (LODR) Regulations, 2015, is presented in a separate section forming part of the Annual Report.

DISCLOSURE RELATED TO BOARD, COMMITTEES & POLICIES

a) Board Meetings

The Board of Directors met 5 (Five) times and Independent Directors met 1 (One) time in the financial year ended 31st March, 2017 in accordance with the provisions of Companies Act, 2013 and rules made there under. The intervening gap between the Board meetings was within the period as prescribed by the Companies Act, 2013.

The Independent Directors at their meeting assessed the quality, quantity and timeliness of flow of information between the Management and the Board of Directors of the Company.

The details of Board Meeting, Audit Committee Meeting and Independent Directors meeting are enclosed herewith as per Annexure C.

b) Directors' Responsibility Statement

Your Directors state that:

a) in the preparation of the annual accounts for the year ended March 31, 2017, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the profit of the Company for the year ended on that date;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a 'going concern' basis;

e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

c) Audit Committee

The Composition of Audit Committee is as per applicable provision of Companies Act 2013 and as per SEBI (LODR) Regulations 2015. All the recommendations made by the Audit Committee were accepted by the Board. The Audit Committee has met on 4 (Four) times during the financial year ended 31st March, 2017.

The details of Audit Committee Meeting are enclosed herewith as per Annexure C.



SPBP TEA (INDIA) LIMITED

d) Nomination & Remuneration Committee

The Composition of Nomination and Remuneration Committee is as per applicable provision of Companies Act 2013 and as per SEBI (LODR) Regulations 2015.

The Policy of the Company for Directors selection, appointment & remuneration, including the criteria for determining qualifications, positive attributes independence of Director and other matters provided under section 178(3) of the Companies Act, 2013, is properly recorded and disclosed.

e) Vigil Mechanism for the Directors & Employees

in compliance with the provision of Section 177(9) of the Companies Act, 2013 and Regulation 22 of the SEBI (LODR) Regulations, 2015 the Company has framed "Whistle Blower Policy" as vigil Mechanism for Directors & employees of the Company.

f) Internal Control System

The internal financial control with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the statutory auditors of the Company for inefficiency or inadequacy of such controls.

g) 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 risk 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.

h) Annual Evaluation of the Directors and Board

The Nomination & Remuneration Committee of the Board has formulated a Performance Evaluation framework, under which the Committee has identified criteria upon which every Director shall be evaluated. A structured questionnaire was prepared after taking into consideration of various aspects of the Board functions, compositions of the Board, culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of the individual directors including the Chairman of the Board on parameters such as level of engagement and contribution, independence of judgment, safeguard the interest of the Company. The performance evaluation of the Non Independent Directors and the Board as a whole including Committee thereof was carried out by the Independent Directors for the financial year 2016-17.

The Board expressed their satisfaction with the evaluation process.

i) PARTICULARS OF EMPLOYEES

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

STATUTORY AUDITORS

M/s. V. Singhi & Associates, Chartered Accountants, Statutory Auditors will compulsory retire as per provisions of Section 139 and other applicable provisions of the Companies Act, 2013 at the conclusion of the forthcoming Annual General Meeting. The Company received a letter of willingness from M/s P. Lunawat & Associates, Chartered Accountants, for appointment as Statutory Auditors of the Company for the financial year 2017-18. M/s P. Lunawat & Associates, Chartered Accountants, have confirmed that their



appointment, if made, would be acceptable to them and would be in compliance with the statutory requirements under the Companies Act, 2013 and the Listing Obligations.

The Audit Committee of Directors has recommended to the Board of Directors for the appointment of M/s P.Lunawat & Associates, Chartered Accountants, recommended to the Board of Directors for the appointment of M/s. P.Lunawat & Associates, Chartered Accountants as the Statutory Auditors for term of five years as their qualifications and experience have been found to be commensurate with the size and requirements of the Company.

The Board of Directors considered the matter and has recommended the appointment of M/s P.Lunawat & Associates, Chartered Accountants, as the Statutory Auditors for five years in place of the retiring Auditors, M/s V. Singhi & Associates, Chartered Accountants.

The Directors recommend the Resolution for the approval of the Members.

AUDITOR'S REPORT

The Statutory Auditors of the Company have submitted Auditors' Report on the financial statements of the Company for the financial year ended 31st March, 2017. The Statutory Auditors have drawn your attention towards certain notes attached to the Financial Statements. The same are, however self-explanatory and requires no comments.

The Auditors report does not contain any qualification, reservation and adverse remarks.

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, 2017, 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.

EXTRACT OF ANNUAL RETURN U/S 92(3)

As provided under Section 92(3) of the Companies Act, 2013 extract of the Annual Return prepared in form MGT-9 pursuant to Rule 12(1) the Companies (Management and Administration) Rules, 2014 is furnished in "Annexure B" which forms a part of this report

PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTY

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.

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.



SPBP TEA (INDIA) LIMITED

DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL

No significant and material orders have been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status and the Company's operations in future.

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.

MATERIAL CHANGES AND COMMITMENTS AFTER THE BALANCE SHEET DATE

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and the date of this report.

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

Manish Kumar
Director

Gouri Shankar Kejriwal
Director

Place: Kolkata
Date : 27th May, 2017



SPBP TEA (INDIA) LIMITED

Annexure A

To,
The Members,
S P B P 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 an opinion on these secretarial records based on our 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
(Company Secretaries)

Pravin Kumar Drolia
(Proprietor)
FCS: 2366
C P No.: 1362

Place: Kolkata
Date: 20.05.2017



SPBP TEA (INDIA) LIMITED

Form No. MR-3

SECRETARIAL AUDIT REPORT
For the Financial Year ended 31st Day of March, 2017

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

To,
The Members,
SPBP Tea (India) Limited
(CIN:L01132WB1981PLC197045)
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** (here in after called the Company"). The Audit was conducted in a manner that provided us a reasonable basis to the corporate conducts/statutory compliances and expressing our opinion there on.

Based on our verification of books, papers, minute books, forms and returns filed and other records maintained by the **M/S SPBP Tea (India) Limited** and also the information provided by the Company, its officers, and authorised 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 31st March, 2017 complied with the statutory provisions listed here under 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 here in after:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2017 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 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 thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing;
- V. The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:



- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation , 1992 as amended up to date
- (c) The Securities and Exchange Board of India (Registrars to Issue and Share Transfer Agents) Regulations, 1993 :
- (d)The SEBI Listing (Listing obligation and disclosure requirements <LODR>) Regulations 2015

[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 31-03-2017:-

- (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 as amended from time to time; and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;]
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

VI. The following Industry Specific laws:

- a. Tea Act, 1953
- b. The Tea Waste (Control) Order, 1959
- c. The Tea Warehouse (Licensing) Order 1989
- d. The Tea (Marketing) Control Order, 1984
- e. Tea (Distribution and Export)Control Order, 2005
- f. FSSAI (Food Safety and Standards Authority of India) Act 2006

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

The Listing Agreement and LODR entered into by the Company with The Calcutta Stock Exchange Limited.

Secretarial Standards issued by the Institute of Company Secretaries of India (SS1 and SS2) on holding of Board Meeting and Member's meeting.

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



SPBP TEA (INDIA) LIMITED

We further report that :

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. 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 and LODR regulations 2015

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 system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaning full participation at the meeting.

We further report that there are adequate system 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 as also represented by the management .All decisions of the Board were unanimous and the same was captured and recorded as part of the Minutes.

We further report that during the audit period, the Company has not made any:

- (i) Public/Right/ Preferential issue of Shares/Debentures/Sweat Equity or any other Security.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the Members in pursuance to section 180 of the Companies Act, 2013.
- (iv) Merger/Amalgamation/Reconstruction etc
- (v) Foreign Technical Collaborations.

FOR DROLIA & COMPANY
Company Secretaries

Pravin Kumar Drolia
Proprietor
C.P.No.:1362

Place: Kolkata
Date: 20.05.2017

Note:

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



EXTRACT OF ANNUAL RETURN as on the financial year ended on March 31, 2017 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 3322431053

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%



SPBP TEA (INDIA) LIMITED

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	Aryavart Trading Pvt Ltd	U70200WB1995PTC071258	Associate	32.40%	

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 01.04.16				No. of shares held at the end of the year 31.03.17				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
Individual/HUF	382968	-	382968	40.86	382968	-	382968	40.86	-
Central Govt.	-	-	-	-	-	-	-	-	-
State Govt.	-	-	-	-	-	-	-	-	-
Bodies Corp.	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)(1) + (A)(2)	686595	-	686595	73.26	686595	-	686595	73.26	-



SPBP TEA (INDIA) LIMITED

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) FIs	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Cap. Fund	-	-	-	-	-	-	-	-	-
(i) Others	-	-	-	-	-	-	-	-	-
Sub Total (B)(1)	-	-	-	-	-	-	-	-	-
2. Non Institutions	-	-	-	-	-	-	-	-	-
(a) Bodies Crop									
(i) Indian									
(ii) Overseas									
(b) Individuals									
(i) Individual Shareholder Holding sh Cap. Upto Rs. 1 lakh	105815	144790	250605	26.74	105815	144790	250605	26.74	-
(ii) Individual Shareholder Holding sh Cap. In Excess of Rs. 1 lakh	-	-	-	-	-	-	-	-	-
(c) Others-NRI	-	-	-	-	-	-	-	-	-
Sub Total (B)(2)	105815	144790	250605	26.74	105815	144790	250605	26.74	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	105815	144790	250605	26.74	105815	144790	250605	26.74	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	792410	144790	937200	100	792410	144790	937200	100	-

(i) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.16			Shareholding at the end of the year 31.03.17			% Change In Share Holding during the year
		No. of shares	% of total Shares of the Company	% of Shares Pledged/ Encumbered to total shares	No. of shares	% of total shares of the Company	% of Shares Pledged/ Encumbered to total shares	
1	Manish Kumar	2425	0.26		2425	0.26	-	No Change
2	Ritika Kumar	217155	23.17	-	217155	23.17	-	Do
2	Pramod Rani	163388	17.43	-	163388	17.43	-	Do
3	Aryavrat Trading Pvt. Ltd.	303627	32.40		303627	32.40	-	Do
	Total	686595	73.26	-	686595	73.26	-	-



SPBP TEA (INDIA) LIMITED

(ii) Change in Promo

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

Sl. No.		Shareholding at the beginning of the year 01.04.16		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	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 2017 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 01.04.16		Cumulative Shareholding 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 Asoka 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 01.04.16		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	2425	.26	2425	.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	2425	.26	2425	.26

**SPBP TEA (INDIA) LIMITED****(vi) INDEBTEDNESS****(vii) Indebtedness of the Company including interest outstanding/accrued but not due for payment:**

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial year 01.04.16				
(i) Principal Amt.	76689856/=	14000000/=		90689856
(ii) Interest due but Not paid				
(iii) Interest accrued but not due				
Total (i+ii+iii)	76689856/=	14000000/=	-	90689856/=
Change in Indebtedness during The financial year				
- Addition	6972575/=	6500000/=		13472575/=
- Reduction				
Net Change	6972575/=	6500000/=		13472575/=
Indebtedness at the end of the financial year 31.03.17				
(i) Principal Amt.	83662431/=	20500000/=		105149278/=
(ii) Interest due but Not paid				
(iii) Interest accrued but not due				
Total (i+ii+iii)	83662431/=	20500000/=		104162431/=

(viii) Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTM/Manager		Total Amount
		Executive Director		
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	1452000/=		1452000/=
	(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)	1452000/=		1452000/=
	Ceiling as per the Act			



SPBP TEA (INDIA) LIMITED

(ix) Remuneration to other directors :

Sl. No.	Particulars of Remuneration Paid during 1.04.16 to 31.03.2017	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	-	-	-	-	-	-



A. Remuneration to Key Managerial Personnel other than MD/Manager/WT

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	CEO	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	515812/=	167776/=	683588/=
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- As % of Profit	-	-	-
	- Others, specify	-	-	-
5	Others, please specify	-	-	-
	Total	515812/=	167776/=	683588/=

IV. 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		

**SPBP TEA (INDIA) LIMITED****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'2016 to March'2017 are as under:

Board Meetings were held during the year on 17th May'16, 13th Aug'16, 8th Nov'16, 28th Nov'16, 11th Feb'17.

Name of Member	Meetings held	Number of Meetings attended
Shri Manish Kumar	5	5
Shri G.S.Kejriwal	5	4
Shri Alok Krishna Agarwal	5	3
Shri Ajay kumar Singh	5	5
Smt Shailja Haldia	5	5
Shri Balesh Kumar Bagree	5	4
Shri Akshay Agarwal	5	1

- (b) Details of the Meeting of Audit Committee and meeting attended by the Committee Members between April'2016 to March'2017 are as under:

During the year the Committee held four meetings on 17th May'16, 13th Aug'16, 8th Nov'16, 11th Feb'17. The attendance of the members at these meeting are as under :

Name of Members	Position	Meetings held	Number of Meetings attended
Shri G.S.kejriwal	Chairman	4	3
Shri Manish Kumar	Member	4	4
Shri Alok Krishna Agarwal	Member	4	2

- (c) Details of the Meeting of Nomination & Remuneration Committee and meeting attended by the Committee Member between April'2016 to March'2017 as under :

During the year the Committee held two meetings on 11th Feb'17, The attendance of the members at these meeting are as under:

Name of Members	Position	Meetings held	Number of Meetings attended
Shri Alok Krishna Agarwal	Chairman	1	1
Shri G.S.Kejriwal	Member	1	1
Shri Manish Kumar	Member	1	1



SPBP TEA (INDIA) LIMITED

ANNEXURE - D

FORM AOC 2

Sl. No.	Related Party	Relationship	Description of transaction	For the year ended March 31,2017 (₹)
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1.

NIL

**SPBP TEA (INDIA) LIMITED****ANNEXURE-E****FORM - A**

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

A. Power and Fuel Consumption:

Particular	Current year 2016-2017	Previous Year 2015-2016
1. Electricity		
a. Purchased (Unit)	1178406	940510
Total Amount (Rs)	10452029	697989
Rate/Unit	8.87	7.43
b) Own Generation		
i) Through Diesel Generators		
Units produced	143196	121872
Units per Liter of Diesel	4.62	3.80
Cost / Unit	11.33	11.28
2. Coal		
Qty. (kgs)	908120	528143
Total Cost	7516311	4484886
Average Rate	8.28	8.49

B. Consumption per unit of production

Product Made Tea (Kgs)	8,53,667	6,22,549
Electricity (in Units)/per kg	1.55	1.70
Coal (in Kg)/per kg	1.06	0.85

FORM - B

Form for disclosure of particulars with respect to Absorption, Research and Development (R&D)

1. Specified area in which R& D carried out by the Company.
2. Benefits derived as a result of above R & D
3. Future Plan of action.
4. Expenditure on R & D.
 - a) Capital R & D.
 - b) Recurring .
 - c) Total
 - d) Total R & D expenditure as a percentage of total Turnover

The company subscribes to Tea Research Association which is registered under Section 35(i)(ii) of the Income Tax Act, 1961.

Technology absorption, adaptation and innovation



SPBP TEA (INDIA) LIMITED

1. Effort in brief, made towards technology Absorption, adaptation, and innovation

Continuous efforts are being made towards absorption, adaptation, and innovation of Technology absorption maintaining close Liaison with advisory officer of Tocklai Experimental Station.

2. Benefits derived as a result of the above efforts, ge.g product improvement ,cost reduction, import substitution etc.

Increase in productivity and cost reduction by optimization of inputs.

Foreign Exchange Earning and outgo

1. Foreign Exchanged Earned (F.O.B.)
2. Foreign Exchanged used

Nil

Nil

For and on behalf of the Board of Directors

Manish Kumar
Director

Gouri Shankar Kejriwal
Director

Place: Kolkata

Date: 27th May, 2017



SPBP TEA (INDIA) LIMITED

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, 2017, 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 and the Rules made thereunder including the accounting standards and matters which are required to be included in the Audit Report.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal 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. 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 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, 2017, its loss 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.252.23 Lacs (including for the year Rs.37.91Lacs) 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'.

Our Opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("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, 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 purposes 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 with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) on the basis of the written representations received from the directors as on 31st March, 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B", and
- g) 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 knowledge and belief and according to the information and explanations given to us:



SPBP TEA (INDIA) LIMITED

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note 24(ii) to the financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts due which were required to be transferred to the Investor Education and Protection Fund by the Company. And
- iv. The Company has provided requisite disclosure in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of account maintained by the Company. Refer Note 31 to the financial statements.

For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Registration No. 311017E

(SUNIL SINGHI)
Partner
Membership No. 060854

Place: Kolkata
Date: 27th May, 2017



Annexure - A to the Independent Auditor's Report

(Referred to 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 for the year ended 31st March, 2017)

- i. a) The Company has maintained proper records showing full particulars including quantitative details and situation of its Fixed Assets.
- b) As explained to us, Fixed Assets have been physically verified by the management at regular intervals and as informed to us no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. The inventories (excluding stock lying with third parties) have been physically verified during the year at reasonable intervals by the management. The discrepancies noticed on verification between the physical stocks and book 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.
- iii. According to the information and explanations given to us, the Company has not granted any loan, secured or unsecured, to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Act. Accordingly, clause 3(iii)(a), (b) and (c) of the Order are not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act, with respect to the loans given, investments made and guarantees given.
- v. According to the information and explanations given to us, the Company has not accepted any deposits from the public during the year within the meaning of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under to the extent notified.
- vi. In our opinion and according to information and explanations given to us, the Company is not required to maintain cost records as specified by rules made by the Central Government of India u/s 148(1) of the Act. Accordingly, clause 3(vi) of the Order is not applicable.
- vii. 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, Excise Duty, 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, 2017 for a period of more than six months from the date the same became payable.
- b) According to the information and explanations given to us, the Company has not deposited the following dues on account of dispute with the appropriate authority:

Name of the Statute	Nature of Dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	10,57,540	A.Y. 2014-15	Commissioner of Income Tax (A)



SPBP TEA (INDIA) LIMITED

- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks.
- ix. According to the information and explanations given to us and on an overall examination of the books and records of the Company, we report that the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loan during the year. Accordingly, clause 3(ix) of the Order is not applicable.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanations given to us and based on our examination of the books and records of the Company, we report that the Company has paid or provided for Managerial Remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the books and records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, wherever applicable and the details in respect of such transactions have been disclosed in the financial statements as required by the applicable Accounting Standards.
- xiv. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, clause 3(xiv) of the Order is not applicable.
- xv. According to the information and explanations given to us and on our examination of the books and records of the Company, we report that the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, clause 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Registration No. 311017E

(SUNIL SINGHI)
Partner
Membership No. 060854

Place: Kolkata
Date : 27th May, 2017



Annexure –B to the Independent Auditor's Report

(Referred to in paragraph-2(f) on Other Legal and Regulatory Requirements of our Report of even date to the Members of SPBP TEA (INDIA) LIMITED on the Financial Statements for the year ended 31st March, 2017)

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

We have audited the internal financial controls over financial reporting of SPBP Tea (India) Limited ("the Company") as of 31st March, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

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

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

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



SPBP TEA (INDIA) LIMITED

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Registration No. 311017E

(SUNIL SINGHI)
Partner
Membership No. 060854

Place: Kolkata
Date: 27th May, 2017

**SPBP TEA (INDIA) LIMITED****BALANCE SHEET AS AT 31ST MARCH, 2017**

	Notes	As at 31st March, 2017		As at 31st March, 2016	
		Rs.	Rs.	Rs.	Rs.
EQUITY AND LIABILITIES					
Shareholders' Funds					
Share Capital	2	9,372,000		9,372,000	
Reserves and Surplus	3	21,229,963	30,601,963	27,889,228	37,261,228
Non-Current Liabilities					
Long-Term Borrowings	4		4,621,365		5,985,727
Current Liabilities					
Short-Term Borrowings	5	98,176,703		82,498,635	
Trade Payables	6	12,007,199		10,980,580	
Other Current Liabilities	7	11,387,917	121,571,819	10,054,559	103,533,774
			<u>156,795,147</u>		<u>146,780,729</u>
ASSETS					
Non-Current Assets					
Property, Plant and Equipment	8				
Tangible Assets		85,349,114		73,768,889	
Intangible Assets		2,557,357		2,614,754	
Capital Work-in-Progress		2,327,472		1,630,385	
Non-Current Investments	9	2,176,000		2,176,000	
Deferred Tax Asset (Net)	10	2,503,089		3,168,681	
Long-Term Loans and Advances	11	4,598,277	99,511,310	4,401,785	87,760,494
Current Assets					
Inventories	12	28,966,694		30,998,263	
Trade Receivables	13	458,465		438,370	
Cash and Cash Equivalents	14	937,425		1,254,978	
Short-Term Loans and Advances	15	16,327,332		15,931,772	
Other Current Assets	16	10,593,921	57,283,837	10,396,852	59,020,235
			<u>156,795,147</u>		<u>146,780,729</u>
Significant Accounting Policies	1				

The accompanying notes 1 to 34 form an integral part of the financial statements

As per our report annexed
For V.SINGHI & ASSOCIATES
Chartered Accountants
Firm Regn. No.: 311017E

For and on behalf of the Board

(SUNIL SINGHI)
Partner
Membership No.: 060854

Manish Kumar
Director

G.S.Kejriwal
Director

Place: Kolkata
Date: 27th May, 2017

D. Maheshwari
Chief Financial Officer

P. Dalmia
Chief Executive Officer

**SPBP TEA (INDIA) LIMITED****STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017**

	Notes	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
		Rs.	Rs.	Rs.	Rs.
I Income:					
Revenue from Operations	17		140,630,515		101,577,483
Other Income	18		819,075		6,890,391
Total Revenue			141,449,589		108,467,874
II Expenses:					
Cost of Raw Materials Consumed	19		18,303,230		8,521,430
Changes in Inventories of Finished Goods	20		6,687,360		(6,518,215)
Employee Benefits Expense	21		64,026,280		58,299,823
Finance Costs	22		11,393,912		10,515,985
Depreciation and Amortization Expense	8		6,092,464		5,446,762
Other Expenses	23		40,940,017		35,670,389
Total Expenses			147,443,262		111,936,174
III Profit/ (Loss) before tax (I-II)			(5,993,673)		(3,468,300)
IV Tax Expense					
Current tax:					
For earlier years			-	4,716	
Mat Credit Entitlement			-	(803,000)	
Deferred Tax		665,592	665,592	(3,427,042)	(4,225,326)
V Profit/ (Loss) for the year (III-IV)			(6,659,265)		757,026
Earnings per share:					
Basic			(7.11)		0.81
Diluted			(7.11)		0.81
(Also Refer Note No. 32)					

Significant Accounting Policies 1

The accompanying notes 1 to 34 form an integral part of the financial statements

As per our report annexed
For V.SINGHI & ASSOCIATES
Chartered Accountants
Firm Regn. No.: 311017E

For and on behalf of the Board

(SUNIL SINGHI)
Partner
Membership No.: 060854

Manish Kumar
Director

G.S.Kejriwal
Director

Place: Kolkata
Date: 27th May, 2017

D. Maheshwari
Chief Financial Officer

P. Dalmia
Chief Executive Officer

**SPBP TEA (INDIA) LIMITED****CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017**

	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
	Rs.	Rs.	Rs.	Rs.
A. Cash Flow from Operating Activities :				
Net Profit/(Loss) before tax		(5,993,673)		(3,468,300)
Adjustments for :				
Depreciation and Amortisation Expense	6,092,464		5,446,762	
Interest Charged	11,182,923		10,483,152	
Liabilities Written Back	(2,154)		(395,435)	
(Profit)/Loss on Sale of Fixed Assets	-		(35,000)	
Interest Income	(31,080)	17,242,153	(118,092)	15,381,387
Operating Profit/(Loss) before Working Capital Changes		11,248,480		11,913,087
Adjustments For Changes In Working Capital :				
Trade & Other Receivables	(611,516)		3,417,446	
Inventories	2,031,569		(10,204,239)	
Trade & Other Payables	1,751,501	31,71,554	437,082	(6,349,711)
Net Cash Flow/(Outflow) Before Tax		144,20,033		5,563,376
Tax Refund / (Paid)		(197,700)		32,318
Net Cash Inflow/(Outflow) from Operating Activities(A)		142,22,333		5,595,694
B. Cash Flow from Investing Activities				
Purchase of Fixed Assets		(18,312,379)		(9,535,144)
Sale of Fixed Assets		-		35,000
Interest Received		31,080		118,092
Net Cash Inflow/(Outflow) Investing Activities.....(B)		(18,281,299)		(9,382,052)
C. Cash Flow from Financial Activities :				
Borrowings Taken		15,678,068		-
Borrowings Repaid		(2,205,493)		15,005,245
Interest Paid		(9,731,162)		(10,483,152)
Net Cash Inflow/(Outflow) Financing Activities.....(C)		3,741,413		4,522,093
Net Increase/(Decrease) in Cash & Cash Equivalents...(A + B + C)		(317,553)		735,735
Cash & Cash Equivalents Opening Balance		1,254,978		519,243
Cash & Cash Equivalents Closing Balance		9,37,425		1,254,978
Cash & Cash Equivalents consists of :				
Cash in hand		896,499		187,795
Balances with Bank		40,926		1,067,183
		937,425		1,254,978

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

For and on behalf of the Board

For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Regn. No.: 311017E

Manish Kumar
Director

G.S.Kejriwal
Director

(SUNIL SINGHI)
Partner
Membership No.: 060854

D. Maheshwari
Chief Financial Officer

P. Dalmia
Chief Executive Officer

Place: Kolkata
Date: 27th May, 2017



SPBP TEA (INDIA) LIMITED

Notes forming part of the financial statements for the year ended 31st March, 2017 **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) PROPERTY, PLANT AND EQUIPMENT AND DEPRECIATION

- i) Property, Plant and Equipment valued at cost model. 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 at the purchase price.

Depreciation on property, plant and equipment is provided on Straight Line method on the basis of useful life in Schedule II to the Companies Act, 2013. The residual value of all the tangible fixed assets for providing



depreciation has been considered as 5% of the original cost of the assets. However, no depreciation has been charged on assets having WDV less than 5% of the original cost of the assets.

- ii) Depreciation on the assets added/disposed off during the year is provided on pro-rata basis with reference to the month of addition/disposal. The depreciation is provided on Straight Line Method.

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 same 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.

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



SPBP TEA (INDIA) LIMITED

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 AND CONTINGENT ASSETS

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 by way of Note.

Contingent Assets are neither recognised nor disclosed in the financial statements.

**SPBP TEA (INDIA) LIMITED**

Notes forming part of the financial statements for the year ended 31st March, 2017

As at 31st March, 2017		As at 31st March, 2016	
Number	Rs.	Number	Rs.

**NOTE - 2
SHARE CAPITAL**

a) Authorised Equity Shares of Rs. 10/- each	1,000,000	<u>10,000,000</u>	1,000,000	<u>10,000,000</u>
Issued, Subscribed and Paid Up Equity Shares of Rs. 10/- each fully Paid Up	937,200	<u>9,372,000</u> <u>9,372,000</u>	9,37,200	<u>9,372,000</u> <u>9,372,000</u>

- The shareholders have the right to declare and approve dividends, as proposed by the Board of Directors
- b) 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 holders of Equity Shares in entitled to one vote per share.

- In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the
- c) 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 2017		As at 31st March, 2016	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Mrs. Pramod Rani	163,388	17.43	163,388	17.43
Mrs. Ritika Kumar	217,155	23.17	217,155	23.17
Aryavrat Trading Private Limited	303,627	32.40	303,627	32.40
Aquatech Projects Private Limited	112,055	11.96	112,055	11.96
The Asoka Trading Co. Private Limited	50,145	5.35	50,145	5.35
Chieftain Engineering (India) Private Limited	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.

**SPBP TEA (INDIA) LIMITED**

Notes forming part of the financial statements for the year ended 31st March 2017

	As at 31st March, 2017		As at 31st March, 2016	
	Rs.	Rs.	Rs.	Rs.
NOTE - 3				
RESERVES AND SURPLUS				
Capital Reserve				
As per last Financial Statement		2,831,823		2,831,823
General Reserve				
As per last Financial Statement		16,977,324		16,977,324
Surplus				
As per last Financial Statement	8,080,081		7,323,055	
Add: Profit(Loss) for the year as per Statement of Profit and Loss	(6,659,265)	1,420,816	757,026	8,080,081
		<u>21,229,963</u>		<u>27,889,228</u>



Notes forming part of the financial statements for the year ended 31st March, 2017

	As at 31st March, 2017		As at 31st March, 2016	
	Rs.	Rs.	Rs.	Rs.
NOTE - 4				
LONG TERM BORROWINGS				
SECURED				
a) Term Loans				
From Tea Board under SPTF Scheme [Refer Note 4(b)]				
(i) Loan I [Refer Note 4(c)]	2,806,893		3,274,709	
Less: Repayable within one year	<u>467,816</u>	2,339,077	<u>467,816</u>	2,806,893
(ii) Loan II [Refer Note 4(d)]	1,403,446		1,637,354	
Less: Repayable within one year	<u>233,908</u>	1,169,538	<u>233,908</u>	1,403,446
(iii) Loan III [Refer Note 4(e)]	1,298,208		1,483,666	
Less: Repayable within one year	<u>185,458</u>	1,112,750	<u>185,458</u>	1,298,208
Car Loan from HDFC Bank [Refer Note 4(f)(i)]	132,782		499,617	
Less: Repayable within one year	<u>132,782</u>	-	<u>366,835</u>	132,782
Car Loan from HDFC Bank Ltd. [Refer Note 4(f)(ii)]	82,987		312,257	
Less: Repayable within one year	<u>82,987</u>	-	<u>229,271</u>	82,987
Car Loan from HDFC Bank Ltd. [Refer Note 4(f)(iii)]	261,412		983,618	
Less: Repayable within one year	<u>261,412</u>	-	<u>722,206</u>	261,412
		<u>4,621,365</u>		<u>5,985,727</u>

- b) 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.
- c) Loan amounting to Rs. 28,06,893/- is repayable in twelve equal half yearly installments of Rs. 2,33,908/- each commenced from June, 2015
- d) Loan amounting to Rs. 14,03,446/- is repayable in twelve equal half yearly installments of Rs. 1,16,954/- each commenced from November, 2015
- e) Loan amounting to Rs. 12,98,208/- is repayable in fourteen equal half yearly installments of Rs. 92,729/- each commenced from August, 2016.
- f) Secured by way of hypothecation of motor cars purchased their against.
From HDFC Bank Limited :
- Repayable in 24 equal monthly installments of Rs. 34065/- each(including interest) ending on 5th July, 2017.
 - Repayable in 24 equal monthly installments of Rs.21,290/- each(including interest) ending on 5th July, 2017.
 - Repayable in 24 equal monthly installments of Rs. 67,065/- each(including interest) ending on 5th July, 2017.

**SPBP TEA (INDIA) LIMITED**

Notes forming part of the financial statements for the year ended 31st March, 2017

	As at 31st March, 2017		As at 31st March, 2016	
	Rs.	Rs.	Rs.	Rs.
NOTE - 5				
SHORT TERM BORROWINGS				
SECURED				
Cash Credit				
From Allahabad Bank [Refer Note 5(a)]		77,676,703		68,498,635
UNSECURED				
Loans				
From Related Parties [Refer Note 29]		4,500,000		-
From other Body Corporates		16,000,000		14,000,000
		<u>98,176,703</u>		<u>82,498,635</u>

The Cash Credit from Allahabad Bank is secured by first Equitable Mortgage of Land & Buildings (leasehold property) and hypothecation of Plant & Machineries, Furniture & Fixtures and Vehicles of Durrung Tea Estate and hypothecation/ charge over entire Stocks (except tea crops), Book Debts and all other Current Assets of the Company, both present and future and personal guarantees of Mr. Manish Kumar, Director and his wife Mrs. Ritika Kumar. The above loan is further secured by second mortgage/hypothecation of immovable and movable assets and Corporate guarantees of Ritspin Synthetics Limited, Wearit Global Limited and Aryavrat Trading Pvt. Ltd.

NOTE - 6
TRADE PAYABLES

Sundry Creditors	12,007,199	10,980,580
	<u>12,007,199</u>	<u>10,980,580</u>

NOTE - 7
OTHER CURRENT LIABILITIES**Current Maturities of Long Term Debt**

Car Loan from HDFC Bank Ltd. [Refer Note 4(f)(i)]	132,782	366,835	
Car Loan from HDFC Bank Ltd. [Refer Note 4(f)(ii)]	82,987	229,271	
Car Loan from HDFC Bank Ltd. [Refer Note 4(f)(iii)]	<u>261,412</u>	<u>477,181</u>	<u>1,318,312</u>
From Tea Board under SPTF Scheme [Refer Note 4(c)]			
(i) Loan (Refer Note 4(c))	467,816	467,816	
(ii) Loan II [Refer Note 4(d)]	233,908	233,908	
(ii) Loan II [Refer Note 4(e)]	<u>185,458</u>	<u>887,182</u>	<u>887,182</u>
Advance from Customers		956,742	1,305,620
Other Liabilities			
- Other Payables	7,176,766		6,416,442
- Payable to Statutory Authorities	288,507		127,003
- Bank Overdraft	149,778		-
- Interest Accrued and due on Unsecured Loans			
To Related Party [Refer Note 29]	42,904		-
To Others	<u>1,408,857</u>		-
	<u>11,387,917</u>		<u>10,054,559</u>



Notes forming part of the financial statements for the year ended 31st March, 2017

**NOTE - 8
PROPERTY, PLANT AND EQUIPMENT**

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	Cost as at 31/03/2016	Additions*	Disposal/ Adjustments	Cost as at 31/03/2017	Upto 31/03/2016	For the Year	Upto 31/03/2017	As at 31/03/2016
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
a) Tangible Assets								
Leasehold Land and Boundary Wall	1,329,983	-	-	1,329,983	-	-	-	1,329,983
Plantation	19,602,764	11,585,061	-	31,187,825	-	767,584	767,584	30,420,241
Buildings	14,472,553	1,425,034	-	15,897,587	3,177,581	195,022	3,372,603	12,524,984
Plant and Machineries	73,114,185	4,213,434	-	77,327,619	35,667,203	4,080,348	39,747,551	37,446,982
Furniture and Fixtures	1,716,828	391,763	-	2,108,591	1,027,424	168,555	1,196,979	689,404
Vehicles	10,078,270	-	-	10,078,270	6,673,486	822,558	7,496,044	3,404,784
Total	120,314,583	17,615,292	-	137,929,875	46,545,694	6,035,066	52,580,760	85,349,114
Figures for Previous Year	112,498,432	8,056,482	240,331	120,314,583	41,340,680	5,445,346	46,545,694	73,768,889
b) Intangible Assets								
Goodwill	2,263,495	-	-	2,263,495	-	-	-	2,263,495
Software	362,675	-	-	362,675	1,416	57,397	58,813	361,289
Total	2,616,170	-	-	2,616,170	1,416	57,397	58,813	2,614,754
Figures for Previous Year	2,263,495	362,675	-	2,616,170	-	-	-	2,614,754
c) CAPITAL WORK IN PROGRESS								
Total	1,630,385	697,087	-	2,327,472	-	-	-	2,327,472
Figures for Previous Year	514,398	1,115,987	-	1,630,385	-	-	-	1,630,385
Total	124,561,138	18,312,379	-	142,873,517	46,547,110	6,092,464	52,639,574	90,233,943
								78,614,028

* Cost Incurred is as per Certificate of the Management.

**SPBP TEA (INDIA) LIMITED**

Notes forming part of the financial statements for the year ended 31st March, 2017

	As at 31st March, 2017		As at 31st March, 2016	
	Rs.	Rs.	Rs.	Rs.
NOTE - 9				
NON - CURRENT INVESTMENTS				
Long Term (Other than Trade - At Cost)	No. of Shares	Rs.	No. of Shares	Rs.
Unquoted Fully paid - up Equity Shares of Rs. 10/- each				
Associates				
Wearit Global Limited	24000	2,176,000	24000	2,176,000
		<u>2,176,000</u>		<u>2,176,000</u>
NOTE - 10				
DEFERRED TAX ASSETS (Net)				
Deferred Tax Assets				
- For Accumulated Carry forward losses	2,680,899		4,978,771	
Less: Deferred Tax Liabilities				
- On account of Accumulated Depreciation	177,810	2,503,089	1,810,090	3,168,681
		<u>2,503,089</u>		<u>3,168,681</u>
NOTE - 11				
LONG TERM LOANS AND ADVANCES				
Unsecured, considered good by the management				
Capital Advance		100,000		153,700
Security and Other Deposits				
-Tea Board Reserve Fund		265,842		265,842
-NABARD Deposit		1,976		1,976
-Others		2,448,765		2,396,273
Mat Credit Entitlement Account		803,000		803,000
Advance payment of Income Tax*		978,694		780,994
		<u>4,598,277</u>		<u>4,401,785</u>
* Net of provisions of Rs.8,06,630/- (Previous Year Rs. 8,06,630/-)				
NOTE - 12				
INVENTORIES				
(As taken, valued and certified by the management)				
a) Finished Goods (at Net Realisable Value or Cost - whichever is lower)				
Tea *		5,503,840		12,191,200
b) Stores and Spare Parts (at cost)		23,462,854		18,807,063
		<u>28,966,694</u>		<u>30,998,263</u>
*Includes Rs. 8,82,360/- lying with third parties (Previous Year Rs. 22,16,239/-)				
NOTE - 13				
TRADE RECEIVABLES				
Unsecured considered good by the management				
Debts Outstanding for a period of more than six		71,437		32,159
Other Debts		387,028		406,211
		<u>458,465</u>		<u>438,370</u>
NOTE - 14				
CASH AND CASH EQUIVALENTS				
Balances with Scheduled Banks				
In Current Accounts		40,926		1,067,183
Cash in hand (As certified by the management)		896,499		187,795
		<u>937,425</u>		<u>1,254,978</u>

**SPBP TEA (INDIA) LIMITED**

Notes forming part of the financial statements for the year ended 31st March, 2017

As at 31st March, 2017		As at 31st March, 2016	
Rs.	Rs.	Rs.	Rs.

**NOTE - 15
SHORT TERM LOANS AND ADVANCES**

UNSECURED (Considered good by the management)

Advances

To Related Parties (Refer Note 29)	12,900,000	12,900,000	
To Others Parties			
Advance to Suppliers	669,730	537,829	
Advances to Employees	171,491	111,441	
Advances to Contractor	120,146	125,146	
Prepaid Expenses	781,978	574,941	
Others	1,683,988	1,682,415	3,031,772
	<u>3,427,332</u>	<u>1,682,415</u>	<u>3,031,772</u>
	<u>16,327,332</u>		<u>15,931,772</u>

**NOTE - 16
OTHER CURRENT ASSETS**

Unsecured, Considered good by the management

Insurance Claim Receivable	300,797	11,031
Subsidy Receivable	9,442,125	9,534,851
Interest Receivable	38,447	38,447
Others	812,552	812,522
	<u>10,593,921</u>	<u>10,396,852</u>

**SPBP TEA (INDIA) LIMITED**

Notes forming part of the financial statements for the year ended 31st March, 2017

	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
	Rs.	Rs.	Rs.	Rs.
NOTE - 17				
REVENUE FROM OPERATIONS				
Sale of Products				
Tea	141,066,739		101,862,048	
Less: Excise Duty	436,224	140,630,515	284,565	101,577,483
		<u>140,630,515</u>		<u>101,577,483</u>
NOTE - 18				
OTHER INCOME				
Land Compennsation Received		-		183,395
Replantation Subsidy		-		6,082,632
Irrigation Subsidy		472,966		-
<u>Interest(Gross)</u>				
Tax deducted at Source Nil (Previous Year Rs. 11,745)				
On Fixed Deposit	-		652	
On Loan	-		117,441	
On Income Tax and FBT Refund	-		24,727	
On Deposits	31,080	31,080	-	142,820
Profit on Sale of Fixed Assets		-		35,000
Insurance Claim Received		295,858		-
Liability no longer required written back		2,154		395,435
Miscellaneous Income		17,017		51,109
		<u>819,075</u>		<u>6,890,391</u>
NOTE - 19				
COST OF RAW MATERIALS CONSUMED				
(as certified by the management)				
Green Leaf Purchased (100% Indigeneous)		18,303,230		8,521,430
		<u>18,303,230</u>		<u>8,521,430</u>
NOTE - 20				
CHANGES IN INVENTORIES OF FINISHED GOODS				
Finished Goods				
Opening Stock	12,191,200		5,672,985	
Less: Closing Stock	5,503,840	6,687,360	12,191,200	(6,518,215)
		<u>6,687,360</u>		<u>(6,518,215)</u>
NOTE - 21				
EMPLOYEE BENEFITS EXPENSE				
Salaries and Wages*		54,104,971		50,541,822
Contributions to Provident and Other Funds		4,302,087		4,207,961
Staff and Labour Welfare expenses		5,619,222		3,550,040
[Includes Subsidy on food stuff Rs. 46,90,601/- Previous Year Rs. 27.00.526/-]		<u>64,026,280</u>		<u>58,299,823</u>

*Includes Remuneration to a Whole time Director Rs. 14,52,000/- (Previous Year Rs. 8,47,000/-)

**SPBP TEA (INDIA) LIMITED**

Notes forming part of the financial statements for the year ended 31st March, 2017

	For the year ended 31st		For the year ended 31st	
	Rs.	Rs.	Rs.	Rs.
NOTE - 22				
FINANCE COSTS				
Interest Expense				
To Banks				
On Cash Credit	7,522,268		8,508,055	
On Term Loans	150,728		202,325	
To Others	2,988,058		1,116,758	
To Tea Board on SPTF	<u>521,869</u>	11,182,923	<u>656,014</u>	10,483,152
Other Borrowing Cost		210,989		32,833
		<u>11,393,912</u>		<u>10,515,985</u>

NOTE - 23
OTHER EXPENSES

Stores and Spare Parts consumed (as Certified)		5,952,048		6,800,985
Power and Fuel		19,184,565		14,507,966
Rent		26,820		26,820
Repairs & Maintenance:				
To Building	52,732		232,578	
To Machineries	885,508		849,825	
To Vehicles	2,387,365		2,121,368	
To Others	<u>543,236</u>	3,868,840	<u>549,123</u>	3,752,895
Insurance		261,192		284,031
Rates and Taxes		1,524,421		1,844,330
Packing and Despatch Expenses		1,416,856		613,348
Brokerage and Commission		2,146,816		1,995,077
Tea Selling Expenses		3,081,727		2,687,135
General Charges		2,922,577		2,492,381
Legal and Professional fees		435,266		496,196
Payments to Auditors:				
As Auditor	57,502		57,150	
For Other Services	<u>61,387</u>	118,889	<u>112,078</u>	169,228
		<u>40,940,017</u>		<u>35,670,389</u>

**SPBP TEA (INDIA) LIMITED****Notes forming part of the financial statements for the year ended 31st March, 2017****Note 24****Contingent Liabilities and Commitments.**

	As at 31 st March, 2017 Rs.	As at 31 st March, 2016 Rs.
(i) Capital Commitment for Purchase of Fixed Assets Net of Advances Rs.1,00,000/-(Previous Year Rs. 1,00,000/-)	1,92,000	3,10,550
(ii) Disputed Income Tax Demand for the A.Y. 2014-15 (Net of Advance paid Rs.1,90,000/-)	10,57,540	

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 the same 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, 2017 comes to Rs. 253.47Lacs as per Actuarial valuation against which the fund accumulation as on 31st March, 2017 is Rs.1.24Lacs. Net Liability of Rs. 252.23 Lacs including Rs. 37.91Lacs 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

Sl. No.	Description	For the year ended	
		31 st March, 2017 Rs. (lakhs)	31 st March, 2016 Rs. (lakhs)
i.	Present Value of defined benefit obligation at 31.03.2016	215.52	180.05
ii.	Employer Service Cost	15.30	15.27
iii.	Interest Cost	17.01	13.53
iv.	Benefits Paid	-	(12.33)
v.	Actuarial Loss/(Gain) on obligation	5.63	19.00
vi.	Present Value of Obligation at 31.03.2017	253.47	215.52

**SPBP TEA (INDIA) LIMITED****Change in Fair value of plan assets**

i.	Fair Value of Plan Assets at the beginning of the year	1.20	1.83
ii.	Actual return on Plan assets	0.06	0.07
iii.	Actual Company Contribution	-	11.63
iv.	Benefit Payments	-	(12.33)
v.	Fair Value of Plan Assets at the 31.03.2017	1.24	1.20

Amount Recognised in Balance Sheet

I	Present Value of Obligation at end of the year	253.47	215.52
ii	Fair Value of Plan Assets at the end of the period	1.24	1.20
iii	Funded Status [Surplus/(Deficit)]	(252.22)	(214.32)
iv	Unrecognised Past Service Cost	-	-
V	Net Asset/(Liability)	(252.22)	(214.32)
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)	15.30	15.27
ii	Interest Cost	17.01	13.53
iii	Expected Return of Asset	0.10	0.14
iv	Actuarial (Gain)/Loss	5.69	19.07
v	Total Employer Expenses	37.90	47.73
vi	Recognised in Profit & Loss	9.76	12.33

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	7.45% per annum being consistent with yield on long term Govt. bonds
v	Salary Increase	7.00% per annum
vi	Normal Age of Retirement	58 years



SPBP TEA (INDIA) LIMITED

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

Experience History		2016-17 Rs. (lakhs)	2015-16 Rs. (lakhs)	2014-15 Rs. (lakhs)	2013-14 Rs. (lakhs)	2012-13 Rs. (lakhs)
I	Defined Benefit Obligation at end of the period	253.47	215.52	180.05	164.72	163.71
ii	Plan Assets at the end of the year	1.24	1.20	1.83	5.73	5.56
iii	Surplus/ (Deficit)	(252.23)	(214.32)	(178.22)	(158.99)	(158.15)
iv	Experience Adjustments on Plan Liabilities [Gain/(loss)]	(5.63)	(19.00)	3.37	7.18	(3.81)
V	Experience Adjustments on Plan Assets [Gain/(loss)]	(.06)	(0.07)	-	-	-

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.

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:

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

2) Key Management Personnels:

Mr. Manish Kumar - Director
Mr. Ajay Kumar Singh - Whole Time Director

**SPBP TEA (INDIA) LIMITED**

Mr. Purushottam Dalmia - Chief Executive Officer

Mr. Dharmendra Maheshwari - Chief Financial Officer

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

Key Management Personnel	Nature of Transaction	2016-17 Amount (Rs.)	2015-16 Amount (Rs.)
Mr. Ajay Kumar Singh	Remuneration	14,52,000	8,47,000
Mr. Purushottam Dalmia	Remuneration	1,67,776	1,67,776
Mr. Dharmendra Maheshwari	Remuneration	5,15,812	4,32,501

Note 29 Related Party Disclosure (Contd.)

Associates	Nature of Transaction	2016-17 Amount (Rs.)	2015-16 Amount (Rs.)
Wearit Global Limited	Interest Received	-	6,055
Wearit Global Limited	Unsecured loan Given	-	5,00,000
Wearit Global Limited	Refund Received	-	5,00,000
SPBP Holdings Private Limited	Interest Paid	-	15,000
SPBP Holdings Private Limited	Repayment of loan	-	1,50,000
Wearit Tea Trading Pvt. Ltd.	Interest Received	-	1,11,386
Wearit Tea Trading Pvt. Ltd.	Advance Refund	-	63,97,796
Zenith Machinery Private Limited	Interest Paid	47,671	1,23,233
Zenith Machinery Private Limited	Unsecured Loan Taken	45,00,000	50,00,000
Zenith Machinery Private Limited	Unsecured Loan Repaid	-	50,00,000
Zenith Forgings Private Limited	Purchase of Stores	-	25,561
Zenith Forgings Private Limited	Payment made	-	42,361

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

Associates	Nature of Transaction	2016-17 Amount (Rs.)	2015-16 Amount (Rs.)
SPBP Holdings Pvt. Ltd.	Unsecured Loan taken	-	-
Wearit Tea Trading Pvt. Ltd.	Advance Given	1,29,00,000	1,29,00,000
Wearit Global Ltd	Investment	21,76,000	21,76,000
Zenith Machinery Private Ltd.	Unsecured Loan taken	45,00,000	-
Zenith Machinery Private Ltd.	Interest payable	42,904	-

**SPBP TEA (INDIA) LIMITED****Associates**

Wearit Global Limited			
Ritspin Synthetics Limited	Corporate Guarantees		
Aryavrat Trading Pvt. Ltd.	against Cash credit		
availed by the Company	facility availed by	7,15,00,000	7,15,00,000
Mr. Manish Kumar, Director	the Company		
Mrs. Ritika Kumar, wife of	Personal Guarantees		
Director			

Note 30

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

Note 31 Disclosure on Specified Bank Notes (SBNs)

During the year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December, 30 2016, the denomination wise SBNs and other notes as per the notification is given below:

Particulars	SBNs*	Other denomination notes	Total
Closing Cash In Hand as on 08.11.2016	15,500	52,204	67,704
(+) Permitted Receipts	-	65,78,678	65,78,678
(-) Permitted payments	-	(50,93,327)	(50,93,327)
(-) Amount deposited in Banks	(15,500)	-	(15,500)
Closing Cash In Hand as on 30.12.2016	-	15,37,555	15,37,555

* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

Note 32**Earnings per Share****Numerator**

Profit (Loss) after Tax

For the year ended
31st March, 2017

Rs.(66,59,265)

For the year ended
31st March, 2016

Rs. 7,57,026

Denominator

Weighted average number of Equity Shares

9,37,200

9,37,200

Earnings per Share

(Basic and Diluted)

Rs.(7.11)

Re.0.81



SPBP TEA (INDIA) LIMITED

Note 33

There are no outstanding dues to any party registered under the Micro, Small and Medium Enterprises Development Act, 2006 based on information available with the Company.

Note 34

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

Signature to Notes 1 to 34

For and on behalf of Board

As per our Report annexed
For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Regn. No.: 311017E

Manish Kumar
Director

G.S.Kejriwal
Director

(SUNIL SINGHI)
Partner
Membership No.: 060854

Place: Kolkata
Date: 27th May, 2017

D.Maheshwari
Chief Financial Officer

P.Dalmia
Chief Executive Officer