

Tyroon Tea Company Limited

ANNUAL GENERAL MEETING

Date : 26th September, 2013
Day : Thursday
Time : 10.30 A.M.
Venue : Bharatiya Bhasha Parishad
36A, Shakespeare Sarani
Kolkata - 700 017

Directors :

A. K. JALAN
J. K. BHAGAT
B. K. SINGH
S. ISSAR
N. N. NAGPAUL

Company Secretary cum Cost Controller :

K. C. MISHRA

Auditors :

MESSRS. LODHA & CO.
CHARTERED ACCOUNTANTS
14, GOVERNMENT PLACE EAST
KOLKATA - 700 069

Registrars & Transfer Agents :

R & D INFOTECH PRIVATE LTD.
CORPORATE OFFICE :
1st Floor, 7A, BELTALA ROAD
KOLKATA - 700 026
Phone : 033-2419-2641 / 42
E-mail : rd.infotech@vsnl.net, investors@rdinfotech.in

Bankers :

ALLAHABAD BANK

Garden :

TYROON TEA ESTATE
P. O. KHARIKATIA
DIST. JORHAT
ASSAM

Registered Office :

3, NETAJI SUBHAS ROAD
KOLKATA - 700 001

CONTENTS

1. Notice	2
2. Directors Report	5
3. Corporate governance report	10
4. Auditors Report	16
5. Balance Sheet	20
6. Profit and Loss Account	21
7. Cash Flow Statement	22
8. Significant Accounting Policies	23
9. Notes to Financial Statement	25

The practice of distributing copies of the Annual Report at the Annual General Meeting has been discontinued as a measure of economy. Members are therefore requested to bring their copies of the Annual Report at the Meeting.

Tyroon Tea Company Limited

NOTICE

Notice is hereby given that the Annual General Meeting of TYROON TEA COMPANY LIMITED will be held as scheduled below :

Date : 26th September 2013.

Day : Thursday

Place : Bharatiya Bhasha Parishad
36A, Shakespeare Sarani,
Kolkata – 700 017.

Time : 10.30 A.M.

ORDINARY BUSINESS :

1. To receive, consider and adopt Reports of the Auditors and Directors and the Audited Accounts of the Company for the year ended 31st March 2013.
2. To declare Dividend for the Financial year ending March 2013.
3. To appoint a Director in place of Mr. Arun Kumar Jalan, who retires by rotation, and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Jugal Kishore Bhagat who retires by rotation, and being eligible offers himself for re-appointment.
5. To appoint Auditors and fix their remuneration.

Registered Office :
"McLeod House"
3, Netaji Subhas Road,
Kolkata 700 001
The 14th day of May, 2013

By Order of the Board
For Tyroon Tea Company Limited
K. C. Mishra
Company Secretary
cum Cost Controller

Notes :

1. PROXY

A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Proxy in order to be effective must be deposited with the Company at its Registered Office at least forty-eight hours before the commencement of the meeting.

2. CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will remain closed from 19th September 2013 to 26th September 2013 both days inclusive. Shares transfer requisition received at Messrs. R & D Infotech Private Ltd., or at the Registered Office of the Company by 5.00 p.m. on 19th September, 2013 will be in time for payment of Dividend subject to provisions of Section 206A of the Companies Act, 1956.

3. DIVIDEND

PAYMENT OF DIVIDEND

Dividend if declared at the Annual General Meeting, will be paid to the Members whose names appear on the Register of Members as on the book closure date in respect of Shares held in physical form and in respect of shares held in electronic form (Demat), dividend will be paid to the beneficial owners as per the list to be provided by the depositories, as on the Book Closure Date.

UNPAID OR UNCLAIMED DIVIDEND

Pursuant to section 205A of the Companies Act, 1956 all unclaimed / unpaid dividends upto the year ended 31st March, 1995 have been transferred to General Revenue Account of Central Government. Shareholders who have not encashed the dividend warrants for the said period are requested to claim the amount from the Registrar of Companies, West Bengal at Kolkata.

4. DEPOSITORY SYSTEM

The Company, consequent to introduction of the Depository System, entered into agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Members, therefore now have the option of holding and dealing in the shares of the Company in the electronic form through NSDL or CDSL.

Effective from 28th May 2001, trading in the shares of the Company on any stock exchanges is permitted only in the dematerialised form.

5. PAN DETAILS

The Securities and Exchange Board of India (SEBI) vide Circular Ref.No. MRD/DoP/Cir-05/2007 dated April 27, 2007 made PAN mandatory for all securities market transaction. Thereafter, vide Circular No. MRD/DoP/Cir-05/2009 dated May 20, 2009 it was clarified that for securities market transaction and off market/private transactions involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company/RTA for registration of such transfer of shares.

SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases :

Deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholder(s).

Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.

Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.

6. LODGEMENT OF TRANSFER DOCUMENTS

The instruments of share transfer complete in all respects should reach the Company prior to closure of the Register of Members as stated above.

7. CONSOLIDATION OF MULTIPLE FOLIOS

Shareholders who are holding shares in identical order of names in more than one folio, are requested to write to the Company enclosing their Share Certificates to enable the Company to consolidate their holdings in one folio.

8. CHANGE OF ADDRESS

Members are requested to quote their Registered Folio Number in all correspondence with the Company and notify the Company immediately of change, if any, in their registered address and / or their mandates.

9. ATTENDANCE SLIP

Members are requested to handover the enclosed "Attendance Slip" duly signed in accordance with the specimen signatures registered with Company for admission to the Meeting Hall.

10. MEMBERS' QUERIES

Members desiring any information regarding Accounts are requested to write seven days in advance to the Company before the date of Meeting to enable the Management to keep full information ready.

Details of Directors seeking Appointment at the Annual General Meeting

Particulars	Mr. A. K. Jalan	Mr. J. K. Bhagat
DIN	00196846	00055972
Date of Birth	18/10/1938	22/11/1943
Date of Appointment	28/07/1994	28/07/1994
Qualification	Graduate	Graduate
Nature of Experience Functional Area	Mr. Jalan having 51years of experience in Tea and Jute Industry	Mr. Bhagat, Industrialist having rich business experience
Name of Directorship in other Companies	1. Rajgir Properties (P) Ltd.	1. Ludlow Jute & Specialist Ltd. 2. Ginni Filaments Ltd. 3. The Naihati Jute Mills Co. Ltd. 4. Ludlow Exports Ltd. 5. Ginni Flour & Foods Ltd. 6. Shiva Mercantile & Trading Co. (P) Ltd. 7. Bhagat Refineries & Chemicals (P) Ltd. 8. Dhan Lakshmi Trading Corporation (P) Ltd. 9. Reform Flour Mills (P) Ltd. 10. Vedant Credit Finance (P) Ltd. 11. Lotus Enclave (P) Ltd.
Membership/ Chairmanship of Committee in Public Company	NIL	1. Ludlow Jute & Specialist Ltd. — Chairman - Investor / Shareholder Grievance Committee 2. Ginni Filaments Ltd. — Member of Remuneration Committee / Investor Shareholder Grievance Committee and Audit Committee.

The above report was placed and approved by the Board at its Meeting held on 14th of May, 2013.

Tyroon Tea Company Limited

REPORT OF THE DIRECTORS

The Directors of the Company have pleasure in presenting the Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2013.

FINANCIAL RESULTS :

	<u>Rs.</u>	<u>Rs.</u>
Profit before Interest, Depreciation and Taxation		3,38,13,910
Less : Interest	23,77,529	
Depreciation	<u>31,67,640</u>	<u>55,45,167</u>
Profit / (loss) before Tax		2,82,68,743
Less : Provision for Taxation		<u>21,62,887</u>
		2,61,05,856
Add : Excess Provision of Income tax relating to earlier year written back		<u>NIL</u>
Profit / (Loss) after Tax		2,61,05,856
Less : Proposed Dividend	34,02,100	
Tax on Proposed Dividend	<u>5,51,906</u>	<u>(39,54,006)</u>
Transferred to General Reserve		<u>2,21,51,850</u>

DIVIDEND :

The Board of Directors of your Company are pleased to recommend a dividend of Re. 1/- per equity shares of Rs. 10/- each (10%) (Previous year 10%), which will absorb a sum of Rs. 39.54 lacs including tax on dividend on paid up Capital of the Company, if approved in the Annual General Meeting.

DIRECTORS :

Mr. Arun Kumar Jalan and Mr. Jugal Kishore Bhagat retire by rotation and being eligible offer themselves for re-appointment. The required information about Mr. Arun Kumar Jalan and Mr. Jugal Kishore Bhagat as stipulated in clause 49 of the listing agreement, have been given separately.

Cost Audit :

The Ministry of Corporate Affairs, Government of India by an Order directed Audit of the Cost Accounts maintained by the Company under Section 209(1)(d) of the Companies Act, 1956 in respect of the Plantation Product on an yearly basis. In terms of the said Order Cost Audit is conducted by M/s. DGM & Associates, Cost Accountants, appointed with the approval of Ministry of Corporate Affairs (MCA) in term of the General Circular no. 15/2011 dated 11th April, 2011 issued by MCA.

DIRECTORS' RESPONSIBILITY STATEMENT :

Your Directors confirm :

- I. that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- II. that the directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit of the Company for that period;
- III. that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- IV. that the directors have prepared the annual accounts on a going concern basis.

AUDITORS :

Messrs. Lodha & Co., Chartered Accountants will cease to hold office as Auditors of the Company at the conclusion of the forthcoming Annual General Meeting and being eligible offer themselves for reappointment. Necessary certificate has been obtained from the Auditors as per section 224 (1) of the Companies Act, 1956.

The other observations made in the Auditors' Report are self-explanatory and therefore, do not call for any further comments under Section 217 of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES :

No employee of the Company was in receipt of such remuneration as to disclose particulars U/S. 217(2A) of the Companies Act, 1956 and rules framed thereunder.

ENERGY, TECHNOLOGY, FOREIGN EXCHANGE :

The information in accordance with the provisions of Section 217(1) (e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are given in Annexure 'A' which forms part of this Report.

REPORT ON CORPORATE GOVERNANCE

A separate report on Corporate Governance alongwith the Auditor's Certificate on its compliance is annexed to this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**Industrial Structure and Development.**

India is the largest producer of Tea in the world, producing about 1112 million Kgs annually representing 40% of World Black Tea Production. The Tea Industry plays a vital role in the Indian Economy by way of contributing valuable foreign exchange and providing employment to a vast work force in remote areas.

During 2012 the Tea production in India was 1112 million kgs. against 988 million kgs. in the previous year. Increase in production compared to previous year is due to ideal weather condition upto October, 2012. Strong consumption growth, low inventory and normal production has helped in maintaining the price in domestic market.

The Company has one tea estate together with own processing unit. Your company is committed to improve quality. Tea continues to enjoy the status of a popular beverage in the world. The huge domestic market offers a significant opportunity for the Tea industry in India. Tea is now also being promoted as a health drink and offers significant opportunities for increase in consumption world wide. Increase in demand of orthodox Tea in Foreign countries should have a positive impact on export.

Outlook.

The health of our industry depends to a large extent on the geographical conditions which are outside the realm of the control of the Company. The Tea Industry is a highly labour intensive. The wages of workers are determined according to periodic wage settlement agreement which often increase the labour cost to a significant extent irrespective of any improvement in productivity and realization. Normal weather condition across all tea producing countries have increased the production during the 1st quarter of 2013-14. The average sale price is lower by Rs. 5 - 10 per Kg. as compared to last year price. Barring unforeseen circumstances the Company expects satisfactory working results.

Internal Control system and its adequacy.

The Company has an adequate internal control system to ensure proper and efficient use of the Company's resources, its protection against any unauthorised use, accuracy in financial reporting and due compliance of the Company policy procedure as well as the statutes. Statutory and Internal Auditors also review its implementation and progress at periodic intervals and take corrective action where any shortcomings are identified. The Audit Committee similarly reviews the internal control system and provides guidance for improvement.

Financial & operational performance

During the year 2012-2013 the company reported a net sale of Rs. 22.50 Crores and net profit for the year ended 31st March 2013 after tax of Rs. 2.61 Crores. This is higher than the previous year mainly due to increase in average sale price. In spite of the increase in wages and other inputs cost the Management is able to increase the profitability by taking necessary steps to reduce debts and save interest cost. Steps are also being taken to improve quality and increase production.

Human Resources and Development.

The Company has around 1500 permanent employees employed at the Tea Estate. The labour welfare officer employed specifically for the purpose monitors the welfare of the workers.

Your Company runs a hospital, ambulance and dispensaries at its out divisions providing medical care to the employees.

Personnel

The Industrial relation remains satisfactory for the year under review.

ACKNOWLEDGEMENT:

The Directors wish to express their appreciation to all officers, members, staff and workmen of the Company for valuable services rendered and dedication exhibited by them. They also express their gratitude to Tea Board and Bankers for their co-operation and support extended to the Company and express their thanks to Shareholders for their confidence and understanding.

Registered Office :
"McLeod House"
3, Netaji Subhas Road,
Kolkata - 700 001.
The 14th day of May, 2013

For and on behalf of the Board
S. ISSAR
A. K. JALAN | Directors

Tyroon Tea Company Limited

ANNEXURE "A"

ANNEXURE TO DIRECTORS' REPORT

Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988.

(A) CONSERVATION OF ENERGY

1. Energy Conservation Measure taken : —
2. Additional investments and proposals if any, being implemented for reduction of consumption of energy : Installation of Automatic Voltage Regulator
3. Impact of the measures at (1) and (2) above for reduction of energy consumption and consequent impact on the cost of production. : The cost of production has been reduced after installation of the energy saving equipments barring increase in rates of inputs.

4. Power and Fuel Consumption	Current Year	Previous Year
1. Electricity		
a) Purchased Unit	7,20,765	5,49,323
Total Amount (Rs.)	54,20,139	66,73,593
Rate / Unit	7.52	12.15
b) Own generation		
i) Through diesel Generator		
Unit	4,21,527	3,70,145
ii) Units per Litre of diesel Oil		
Cost/Unit (Rs.)	10.09	9.85
2. (a) Natural Gas		
Quantity (Scum)	6,78,783	7,78,369
Total Amount	82,24,692	81,31,450
Average Rate	12.12	10.45
(b) Consumption per Unit of Production		
Black Tea (in Kgs.)	14,15,470	14,28,745
Electricity (In Unit)	0.51	0.38
Furnace Oil (in Litres)	—	—
Coal (in Kgs.)	—	—
Natural Gas (in Scum)	6,78,783	7,78,369
Natural Gas (per unit)	0.48	0.54

(B) RESEARCH AND DEVELOPMENT

1. Specific area in which R & D carried out by the Company - Vermiculture farming

2. Future plan of action

Works are in hand to improve all aspects of field management which will improve both quality and production.

3. Expenditure on R & D

(a) Capital

(b) Recurring

(c) Total R & D expenditure
as percentage of total turnover

Rs. 1,70,788.00

(C) TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

1. Efforts are being made towards technology absorption, adaptation and innovation

2. In case of imported technology (imported during the last 5 years from the beginning of the financial year) following information may be furnished :

(a) Technology imported (b) year of import (c) has technology been fully absorbed (d) if not fully absorbed areas where they have not taken place, reason and future plan of actions.

No Technology was imported during last 5 years.

FOREIGN EXCHANGE EARNING — Rs. Nil (Previous year Rs. Nil)

FOREIGN EXCHANGE OUTGO — Rs. 7,29,987/- (Previous year Rs. 5,66,363/-)

Registered Office :
"McLeod House "
3, Netaji Subhas Road ,
Kolkata - 700 001.

The 14th day of May, 2013 .

For and on behalf of the Board
S. ISSAR
A. K. JALAN | Directors

ANNEXURE TO THE DIRECTOR'S REPORT.

CORPORATE GOVERNANCE REPORT 2013.

1. A brief statement on Company's philosophy on code of governance.

The Company's philosophy on corporate governance adopted by your Board is to ensure transparency consistent with the business environment in which the Company operates, in its dealings and operations as well as the functioning of the Management and the Board.

It seeks to enhance overall shareholder value over a sustained period of time.

2. Board of Directors.

The Company's Board of Directors comprises of five directors. There are no Executive Directors on the Board.

The Board met five times on the following dates during the financial year 2012-2013 as against the minimum requirement of four meetings and the maximum time gap between two meetings did not exceed three months.

30th April, 2012, 31st July, 2012, 26th September, 2012, 31st October, 2012 and 31st January, 2013

The names and categories of the Directors on the Board, their attendance at the Board Meeting held during the financial year 2012-2013 and at the last Annual General Meeting, and also the Directorship and Committee position held by them in other Public Limited Companies as on 31st March, 2013 are given below: -

The Information under Annexure I to Clause 49 of the Listing Agreement is made available to the Board.

The Company did not have any pecuniary relationship or transaction with the non executive Directors during 2012-2013.

Name	Category	Number of Board Meetings attended during the year 2012-2013	Whether attended AGM held on 26/09/2012	No. of Directorship held in other Public Limited Companies		No. of Committee position held in other Public Limited Companies	
				Chairman	Members	Chairman	Members
Mr. A. K. Jalan Director	Promoter Non Executive	5	NO	NIL	NIL	NIL	NIL
Mr. S. Issar Director	Independent Non Executive	5	YES	NIL	1	NIL	NIL
Mr. J. K. Bhagat Director	Non Independent Non Executive	3	NO	2	6	1	3
Mr. B. K. Singh Director	Independent Non Executive	5	NO	NIL	NIL	NIL	NIL
Mr. N. N. Nagpaul Director	Independent Non Executive	5	NO	NIL	3	NIL	NIL

3. Audit Committee

Mr. S. Issar	Chairman	Independent, Non-executive.
Mr. J. K. Bhagat	Member	Non-Independent, Non-executive.
Mr. B. K. Singh	Member	Independent, Non-executive
Mr. N. N. Nagpaul	Member	Independent, Non-executive

Mr. K. C. Mishra, Company Secretary cum Cost Controller acts as a Secretary to the Committee.

The Statutory Auditors, Internal Auditors and heads of the Finance are invitees to the Meetings.

The Audit Committee met four times during the year ended 31st March, 2013.

The Audit Committee met on the following dates during the financial year 2012-2013

30th April 2012, 31st July 2012, 31st October 2012, 31st January 2013.

Attendance of the Audit Committee

Name of the Director	No of Meetings	
	Held	Attended
Mr. S. Issar	4	4
Mr. J. K. Bhagat	4	3
Mr. B. K. Singh	4	4
Mr. N. N. Nagpual	4	4

The terms of reference of the Audit Committee includes

- Review of annual accounts of the Company before submission to the Board.
- Review with the Management, Statutory Auditors and the annual financial Statements before submission to the Board.
- Review with the Management, Statutory Auditors and Internal Auditors the adequacy of the Internal Control System.
- Consideration of the Reports submitted by Internal Auditors and discussion about their findings with the Management and suggesting corrective actions whenever necessary.

4. Remuneration Committee

There is no remuneration committee because non-executive directors do not receive any remuneration except sitting fees paid for attending the meeting of the Board of Directors and Committee thereof.

5. Investors' / Shareholders' Grievance Committee.

The committee consists of Mr. A. K. Jalan and Mr. J. K. Bhagat.

Mr. A. K. Jalan — Chairman, Mr. J. K. Bhagat — Member.

The Investors' / Shareholders' Grievance Committee met two times during the financial year 2012-13, on 31st July, 2012 and 31st January, 2013.

Given below is the position of Complaints received and attended during the year.

Complaints received	-	15
Complaints attended	-	15
Pending Complaints as on 31-03-2013	-	NIL

No transfer were pending at the end of the financial year.

Name and Designation of the Compliance officer. Mr. K. C. Mishra
Company Secretary cum Cost Controller.

6. General Body Meetings

Date	Time	Venue	No. of Special Resolution passed
27-09-2010	10.30 A.M.	Auditorium of Bharatiya Bhasha Parishad 36A, Shakespeare Sarani, Kolkata – 700 017.	NIL
26-09-2011	10.30 A.M.	Auditorium of Bharatiya Bhasha Parishad 36A, Shakespeare Sarani, Kolkata – 700 017.	ONE
26-09-2012	10.30 A.M.	Auditorium of Bharatiya Bhasha Parishad 36A, Shakespeare Sarani, Kolkata – 700 017.	NIL

At the ensuing Annual General Meeting no resolution is proposed to be passed by Postal Ballot.

7. **Disclosures :-**

There are no materially significant transactions made by the Company with its Promoters, Directors or management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large.

The Register of Contracts containing transactions in which Directors are interested is placed before the Board for its approval whenever such transaction exists.

Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years: NIL

Disclosure on Risk Management: The Company has in place mechanism to inform Board Member about the risk assessment and minimization procedure which is subject to review by the Management and is required to be placed by the Board on an annual basis.

CEO/CFO Certificate: A certificate from Director (who is head of financial function also) on the financial statement of the Company was placed before the Board.

Declaration of Compliance with the Code of Conduct: All the Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct as approved and adopted by the Board of Directors. A declaration to this effect signed by the Director of the Company is given elsewhere in this Annual Report.

8. **Means of Communication :**

The quarterly results are published in the Financial Express and Duronto Bharat / Dainik Lipi and Company's Website at : www.tyroontea.com

The half yearly results are not sent to each household of shareholders. Management discussions and analysis report forms part of this annual report.

9. **GENERAL SHAREHOLDER'S INFORMATION.**

a. **A.G.M. Date** - 26th September 2013 at 10.30 A.M.

Venue : - Bharatiya Bhasha Parishad,
36A, Shakespeare Sarani,
Kolkata – 700 017.

b. Financial Calendar – April to March.

c. Date of Book Closure – 19/09/2013 to 26/09/2013 (both days inclusive).

d. Dividend : Proposed Re 1/- per equity share of Rs. 10/- each (10%)

e. **Listing on Stock Exchanges:**

Name	Address
Bombay Stock Exchange Ltd.	Phirojee Jeejeebhoy Tower Dalal Street, Mumbai – 400 001.
The Calcutta Stock Exchange Association Ltd.	7, Lyons Range, Kolkata – 700 001.

The Company has paid annual listing fees to Kolkata and Bombay Stock Exchanges for financial year 2013 – 2014.

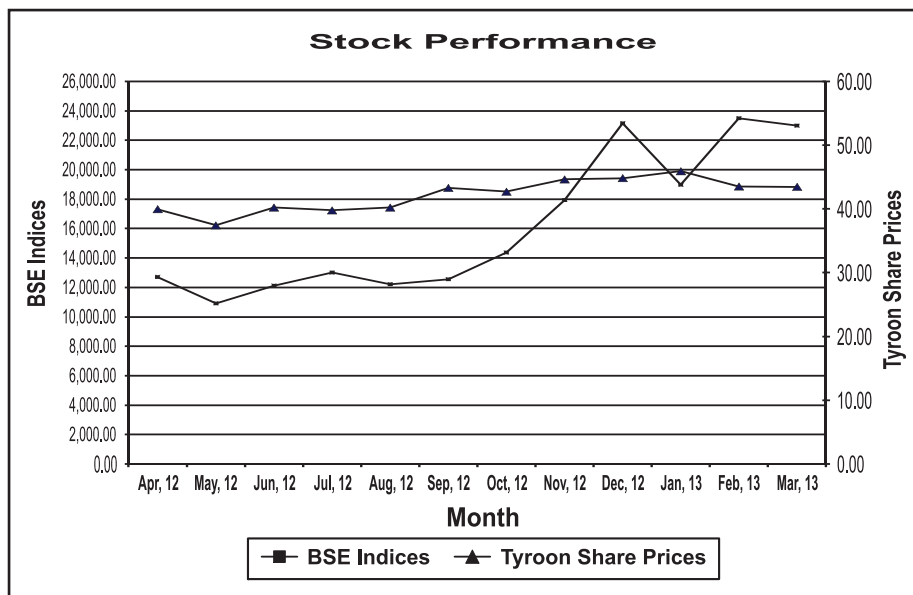
f. Stock Code : BSE – 526945

Demat ISIN in NSDL and
CDSL for the Equity Shares. : INE 945B01016

- g. Market Price Data : High Low during each month in the last financial year.

MONTH	BOMBAY STOCK EXCHANGE (In Rs.)	
	High	Low
April, 12	31.25	27.15
May, 12	29.45	24.10
June, 12	28.15	25.10
July, 12	31.30	26.10
August, 12	30.95	27.15
September, 12	31.50	27.25
October, 12	34.00	27.60
November, 12	43.30	31.80
December, 12	53.45	40.00
January, 13	61.80	42.00
February, 13	58.25	42.40
March, 13	57.55	50.60

- h. Performance in comparison to Broad based indices such as BSE Sensex.



▲ BSE Sensex
■ Share Prices

- i. Registrar & Transfer Agent - R & D Infotech Private Ltd.,
1st Floor, 7A, Beltala Road
Kolkata – 700 026

Phone Nos.: 033-2419-2641 / 42

Email : rd.infotech@vsnl.net, investors@rdinfotech.in

- j. Share Transfer System:

Share Transfer documents received are approved by the Share Transfer Committee every fortnight, if documents are complete in all respects.

k. **DISTRIBUTION OF SHAREHOLDING AS ON 31-03-2013**

No. of Shares	SHAREHOLDERS		SHAREHOLDING	
	NOS.	%	NOS.	%
Upto 500	2249	91.39	315500	8.68
501-1000	101	4.10	82038	2.26
1001-2000	38	1.54	53825	1.48
2001-3000	20	0.81	48062	1.32
3001-4000	11	0.45	40070	1.1
4001-5000	5	0.20	23179	0.64
5001-10000	10	0.41	73268	2.02
Above 10001	27	1.10	2998558	82.5

SHAREHOLDING PATTERN (AS ON 31-03-2013)

Category	No.of Shares held	Shareholding (%)
Financial Institutions	27400	0.81
Mutual Funds	24100	0.71
Bodies Corporate	1171522	34.44
Directors and relatives	1160472	34.11
NRI / OCB	88150	2.59
Others	930456	27.35
	3402100	100.00
Forfeited Shares	232400	
Total	3634500	

- l. Dematerialisation of shares and Liquidity :- 3029551 out of 3402100 equity shares have been dematerialised upto 31st March, 2013.
- m. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity. Not Applicable.
- n. Plant Location : Tyroon Tea Estate,
P.O. Kharikatia,
Dist. Jorhat, Assam. Pin-785633
- o. Address for Correspondence
Company - K. C. Mishra, Company Secretary cum Cost Controller,
Tyroon Tea Company Limited
3, N. S. Road, Kolkata – 700 001.
Phone Nos. : 2248-3236/6071, Website : www.tyroon tea.com, E-mail: info@tyroon tea.com
- Transfer Agent - R & D Infotech Private Ltd.
1st Floor, 7A, Beltala Road, Kolkata – 700 026, Phone Nos.: 033-2419-2641 / 42
e-mail : rd.infotech@vsnl.net / investors@rdinfotech.in

Certificate of the Director of the Company in terms of Clause 49-1(D) of Listing Agreement

To
The Members of
Tyroon Tea Company Limited

In terms of Clause 49-1(D) of the Listing Agreement it is hereby declared that all the Directors and Senior Management personnel including functional heads have affirmed the Code of Conduct as applicable to them for the year ended 31st March, 2013.

Place: Kolkata
Date : 14th day of May 2013

For and on behalf of
Tyroon Tea Company Limited
S. Issar - Director

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS STIPULATED IN CLAUSE 49 OF THE LISTING AGREEMENT

To the Members of Tyroon Tea Company Limited

1. We have examined the Compliance of the Conditions of Corporate Governance by Tyroon Tea Company Limited, for the year ended 31st March, 2013 as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchange(s) in India.
2. The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was carried out in accordance with the Guidance Note on certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement) issued by the Institute of Chartered Accountants of India and was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and explanations given to us, and representations made by the Directors and the Management, except as given in para 4 below, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.
4. The framework of Risk Management and its controls are yet to be defined.
5. We further report that such compliance is neither an assurance to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Kolkata
Dated : 14th May, 2013

For LODHA & CO.
Firm ICAI Registration No. : 301051E
Chartered Accountants
H. S. Jha
(Partner)
Membership No. 55854

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS
OF
Tyroon Tea Company Limited

1. Report on the Financial Statements

We have audited the accompanying financial statements of **Tyroon Tea Company Limited** ("the Company") which comprise the Balance Sheet as at 31st March, 2013 and the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

2. Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility

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

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

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

4. Basis for Qualified Opinion

- a) *Computation of income tax based on certain opinion / interpretation and their impact, if any, are currently not ascertainable (Note 10 (a)).*
- b) *Investments in respect of which eventual shortfall in value thereof and recoverability of advances and their impact, if any are currently not ascertainable (Note no. 12 (b) and 12(c) and;*

- c) *Certain loans which have become overdue for re-payment in respect of which eventual shortfall in values thereof and their impact, if any, are currently not ascertainable (Note 13(a)).*

5. Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :

- a) In the case of the Balance Sheet, of the state of affairs of the company as at 31st March, 2013;
- b) In the case of the Statement of Profit and Loss , of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

6. Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

As required by section 227(3) of the Act, we report that :

- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956, and
- e. On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

Place: Kolkata
Dated: the 14th day of May, 2013

For Lodha & Co.
Chartered Accountants
Firm ICAI Registration No. : 301051E
(H. S. Jha)
Partner
Membership No. 55854

ANNEXURE REFERRED TO IN PARAGRAPH 6 OF OUR REPORT OF EVEN DATE

- i) (a) The company has maintained proper records showing full particulars including quantitative details and situations of fixed assets.
- (b) The Fixed assets of the company were physically verified by the management according to phased program of verification, which in our opinion is reasonable having regard to the size of the Company and the nature of its business. Discrepancies noticed on such verifications were not material.
- (c) The company has not disposed off a substantial part of its fixed assets during the year, which affect its going concern status.
- ii) (a) As explained to us, the inventories of the Company *except materials lying with the third parties* have been physically verified by the Management at reasonable intervals during the year/at the year end. In our opinion and according to information and explanations given to us, the frequency of the verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventories *except in respect of materials lying with third parties* followed by the Management is reasonable and adequate in relation to the size of the Company and nature of its business.
- (c) On the basis of examination of the records of Inventory and according to the information and explanations given to us, we are of the opinion that the Company is maintaining proper records of Inventory. Discrepancies noticed on the physical verification of stocks were not material.
- iii) On the basis of examination of the records and according to the information and explanations given to us, the company has not taken/granted any loans, secured or unsecured to Companies, firms, or other parties covered in the register maintained under section 301 of the Act during the year. Accordingly, the provisions of clause 4(iii) (b) to (g) of the order are not applicable to the company.
- iv) In our opinion and according to the information and explanations given to us there are adequate internal control procedures commensurate with the size of the company and nature of its business with regard to the purchase of Inventory, Fixed Assets and sale of goods. During the course of our audit we have not observed any continuing failure to correct major weakness in internal control system.
- v) According to the information and explanations given to us, there are no transactions that need to entered into the register in pursuance of section 301 of the Act. Accordingly, the provisions of clause 4(v) (b) of the order are not applicable to the company.
- vi) The company has not accepted any deposits from the public during the year within the meaning of the provisions of section 58A, 58AA or any other relevant provision of the Act and rules made thereunder.
- vii) The Company has an internal audit system which covers certain specific areas of operations/process and therefore the scope thereof needs to be enlarged and the system followed needs to be further strengthened.
- viii) As explained to us, the Central Government has prescribed the maintenance of cost records under section 209(1)(d) of the Act for manufacture of tea. The Company is in the process of compiling such records. However in the absence of these records we have not been able to carry out the review of the same.

- ix) According to the information and explanations given to us and as per the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Professional Tax, Sales Tax, Wealth tax, Service Tax, Excise Duty, Cess and any other statutory dues applicable to it. However, according to the information and explanation given to us, there is no undisputed amounts payable in respect of these which were in arrears as on 31st March, 2013 for a period of more than six months from the date they became payable.
- x) There are no accumulated losses as at the close of the financial year. The Company has not incurred cash losses during the year and in the immediately preceding previous financial year.
- ix) Based on our examination of documents and records and according to information and explanations given to us, the company has not defaulted in repayment of dues to Financial Institutions and banks. There are no debenture holders.
- xii) Based on our examination of documents and records and according to the information and explanations given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) The company is not a Chit fund or a Nidhi/Mutual benefit fund/society. Accordingly, the provisions of the clause 4(xiii) of the Order are not applicable to the Company.
- xiv) The Company is not dealing and trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Order are not applicable to the company.
- xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from Banks or Financial Institutions.
- xvi) As per the information and explanation given to us, the Company has not availed fresh term loan during the year.
- xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the company, we report that the Company has not utilized short term funds for long term purposes.
- xviii) The Company has not made any preferential allotment of shares to parties and Companies covered in the register maintained under section 301 of the Act.
- xix) On the basis of the examination of the records, the company has not issued any debentures.
- xx) The Company has not raised any money by public issue during the year.
- xxi) During the course of our examination of the books of accounts carried out in accordance with generally accepted auditing practices in India, we have neither come across any incidence of fraud on or by the company nor have we been informed of any such case by the Management.

Place: Kolkata
Dated: the 14th day of May, 2013

For Lodha & Co.
Chartered Accountants
Firm ICAI Registration No. : 301051E
(H. S. Jha)
Partner
Membership No. 55854

Tyroon Tea Company Limited

Balance Sheet as at 31st March, 2013

Particulars	Note No.	As at 31.03.2013 Rs.	As at 31.03.2012 Rs.
EQUITY AND LIABILITIES			
Shareholder's Funds			
a. Share Capital	2	3,51,20,208	3,51,20,208
b. Reserves and Surplus	3	12,76,54,677	10,55,02,827
Non-Current Liabilities			
a. Long Term Borrowings	4	52,19,310	87,22,092
b. Deferred tax liabilities (Net)	5	—	—
c. Long term Provisions	6	2,37,22,762	2,08,97,477
Current Liabilities			
a. Short Term Borrowings	7	1,00,13,113	23,00,202
b. Trade Payables	8	2,60,09,543	2,60,67,599
c. Other Current Liabilities	9	37,25,086	33,98,964
d. Short Term Provisions	10	1,51,14,133	1,20,71,323
Total		<u>24,65,78,832</u>	<u>21,40,80,692</u>
ASSETS			
Non-Current Assets			
a. Fixed Assets			
Tangible Assets	11	6,81,97,075	6,85,10,553
b. Capital Work in Progress		—	—
c. Non-Current Investments	12	2,29,02,698	2,86,00,200
d. Long Term Loans and Advances	13	2,58,00,000	2,70,00,000
Current Assets			
a. Current Investments	14	8,27,01,353	5,06,49,520
b. Inventories	15	1,16,31,370	1,14,19,152
c. Trade receivables	16	27,96,602	11,97,264
d. Cash and Cash equivalents	17	16,61,971	12,77,795
e. Short Term Loans and Advances	18	1,89,97,942	1,20,75,880
f. Other Current Assets	19	1,18,89,821	1,33,50,328
Total		<u>24,65,78,832</u>	<u>21,40,80,692</u>
Significant Accounting Policies	1		

See accompanying notes to the financial statements
This is the Balance Sheet referred to in our Report of even date.

Kolkata
The 14th day of May, 2013

FOR LODHA & CO.
Chartered Accountants
H. S. JHA
Partner

K. C. MISHRA
Company Secretary
cum Cost Controller

For and on behalf of the Board
S. ISSAR
A. K. JALAN | Directors

Tyroon Tea Company Limited

Statement of Profit and Loss for the year ended 31st March, 2013

Particulars	Note No.	For the year ended 31.03.2013 Rs.	For the year ended 31.03.2012 Rs.
Revenue from Operations	20	22,49,71,202	19,52,89,479
Other Income	21	1,07,94,776	82,35,083
Total Revenue		<u>23,57,65,978</u>	<u>20,35,24,562</u>
Expenses			
Cost of Materials Consumed	15C	3,53,62,610	3,62,03,027
Cultivation Expenses		2,59,80,191	2,01,59,158
Changes in inventories of finished goods, work in progress and Stock-in-Trade	22	5,48,691	91,671
Employee Benefits Expense	23	6,84,61,327	5,71,69,737
Finance Costs	24	23,77,527	29,47,734
Depreciation and amortization expense	11	31,67,640	28,24,683
Other Expenses	25	7,15,99,248	6,53,55,893
Total Expenses		<u>20,74,97,234</u>	<u>18,47,51,903</u>
Profit before Tax		2,82,68,743	1,87,72,659
Tax Expense	26	21,62,887	13,40,911
Profit / (Loss) for the year		<u>2,61,05,856</u>	<u>1,74,31,748</u>
Earnings per Equity Share :	30		
Basic and Diluted		7.67	5.12
Significant Accounting Policies	1		

See accompanying notes to the financial statements

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

Kolkata
The 14th day of May, 2013

FOR LODHA & CO.
Chartered Accountants
H. S. JHA
Partner

K. C. MISHRA
Company Secretary
cum Cost Controller

For and on behalf of the Board
S. ISSAR
A. K. JALAN | Directors

Tyroon Tea Company Limited

Cash Flow Statement for the year ended 31st March, 2013

	2012-2013 Rs.	2011-2012 Rs.
A. Cash Flow from Operating Activities :		
Net Profit before Tax	2,82,68,743	1,87,72,659
Adjustments for :		
Depreciation	31,67,640	28,24,683
Interest Paid	23,77,527	29,47,734
(Profit) / Loss on Sale of Fixed Assets	(9,172)	1,05,964
Interest / Dividend received	(20,42,215)	(19,13,468)
(Profit) / Loss on Sale of Investments	(61,95,396)	(27,71,200)
Sundry Debit Balance written off	3,60,827	2,20,125
Sundry Credit Balance Written Back	—	(21,688)
Provision / Liability no longer required written back	(68,020)	(14,80,533)
Operating Profit before working capital changes	2,58,59,934	1,86,84,276
Adjustments for :		
(Increase) / Decrease in Trade and Other receivables	(64,77,417)	49,14,499
(Increase) / Decrease in Inventories	(2,12,218)	(20,30,555)
Increase / (Decrease) in Payables	40,52,249	27,77,950
Cash generated from operations	2,32,22,548	2,43,46,170
Direct Taxes paid	(30,03,180)	(14,94,580)
Net Cash (used in) / from operating activities	2,02,19,368	2,28,51,590
B. Cash Flow from Investing Activities :		
Purchase of fixed assets	(32,41,043)	(1,94,45,247)
Sale of fixed assets	3,96,053	19,87,258
Investments - Purchase of Investments	(9,61,52,572)	(2,68,34,225)
Proceeds from Sale of Investments	7,59,93,637	3,43,89,571
Loans and Inter-corporate Deposits (Net)	12,00,000	21,70,000
Interest received	34,89,942	23,93,880
Dividend received	12,780	14,378
Net cash (used in) / from investing activities	(1,83,01,203)	(53,24,385)
C. Cash Flow from Financing Activities :		
Proceeds from Long Term Borrowing (net)	(28,74,890)	(30,05,109)
Proceeds from Short Term Borrowing (net)	77,12,911	(1,68,57,862)
Interest Paid	(24,18,004)	(29,64,204)
Dividend Paid	(34,02,100)	(34,02,100)
Tax on Dividend	(5,51,906)	(5,65,046)
Net cash (used in) / from financing activities	(15,33,989)	(2,67,94,321)
Net (Decrease) / Increase in cash and cash equivalents	3,84,176	(92,67,116)
Cash and Cash Equivalents (Opening Balance)*	12,77,795	1,05,44,911
Cash and Cash Equivalents (Closing Balance)*	16,61,971	12,77,795

Note : 1. The above Cash Flow statement has been prepared under the "Indirect Method" set out in Accounting Standard (AS) - 3 on Cash Flow Statement

2. *Refer Note '17' to the financial statements

THIS IS THE CASH FLOW STATEMENT REFERRED TO IN OUR REPORT OF EVEN DATE

FOR LODHA & CO.
Chartered Accountants
Kolkata
The 14th day of May, 2013

H. S. JHA
Partner

K. C. MISHRA
Company Secretary
cum Cost Controller

For and on behalf of the Board
S. ISSAR
A. K. JALAN | Directors

Tyroon Tea Company Limited

Significant Accounting Policies

1 SIGNIFICANT ACCOUNTING POLICIES

A. GENERAL

- i. These accounts have been prepared on the historical cost convention in accordance with provisions of the Companies Act, 1956 and mandatory Accounting Standards Rules 2006.
- ii. All income and expenses to the extent considered receivable and payable respectively, unless specifically stated to be otherwise are accounted for on mercantile basis.
- iii. Accounting policies unless specifically stated to be otherwise are consistent and are in consonance with generally accepted accounting principles.

B. USE OF ESTIMATES

The Preparation of financial Statements require Management to make estimates and assumption that affect the reported amount of Assets and Liabilities and disclosure relating to contingent liabilities as at the Balance Sheet date and the reported amounts of Income and Expenses during the year.

Contingencies are recorded when it is probable that a liability will be incurred and the amounts can reasonably be estimated. Differences between the actual results and the estimates are recognized in the year in which the results are known / materialized.

C. REVENUE RECOGNITION

- i. Sales is recognised in the accounts on passing of title of goods i.e. delivery as per terms of sale or on completion of auction in case of auction sale.
- ii. Sales represent the invoice value of goods supplied less tax, if any.

D. FIXED ASSETS

Fixed Assets are stated at cost of acquisition. The cost of extension planting on cultivable land including cost of development is capitalised whereas expenses in respect of replanting of tea bushes are charged to revenue. Subsidy related to fixed assets is adjusted against the cost of the same.

E. DEPRECIATION

Depreciation on Fixed Assets is provided in the manner and at the applicable rates as specified in Schedule XIV of the Companies Act, 1956 under Straight Line Method.

F. IMPAIRMENT

Fixed Assets are reviewed at each Balance Sheet date for impairment. In case event and circumstances indicate any impairment, recoverable amount of fixed assets is determined. An impairment loss is recognized, wherever the carrying amounts of assets either belonging to Cash Generating Unit (CGU) or otherwise exceeds recoverable amount. The recoverable amount is the greater of asset's net selling price or its value in use. In assessing the value in use, the estimated future Cash Flow from the use of assets is discounted to their present value at appropriate rate. An impairment loss is reversed if there has been change in the recoverable amount and such loss no longer exists or has decreased. Impairment Loss / reversal thereof is adjusted to the carrying value of the respective asset which in case of CGU, are allocated to the assets on a pro-rata basis. Subsequent to recognition of impairment loss / reversal thereof, depreciation is provided on the revised carrying amount of the assets, on a systematic basis, over its remaining useful life.

G. INVESTMENTS

Investments are classified under Long Term and Current Investments depending on the intention for holding the same. Long Term Investments are stated at cost. Provision for diminution is made to recognise a decline, other than the temporary, in the value of investments. Current Investments are stated at lower of cost or fair value. Gains/Losses on disposal of investments are recognised in the Statement of Profit and Loss.

Tyroon Tea Company Limited

Significant Accounting Policies

H. INVENTORIES

Inventories are valued at cost or net realisable value whichever is lower. Cost in respect of finished product is determined on average basis and represents works cost and appropriate portion of overheads.

Cost in respect of Stores and Spares and Foodstuff is computed on FIFO basis.

Excise duty /Tea Cess/ Education Cess if any leviable/ payable on closing stock of Tea is provided and included in valuation of closing stock.

I. EMPLOYEE BENEFITS

Employee benefits are accrued in the year services are rendered by the employees.

Contribution to defined contribution schemes such as Provident Fund etc. are recognized as and when incurred.

Long-term employee benefits under defined benefit scheme such as contribution to gratuity are determined at close of the year at present value of the amount payable using actuarial valuation techniques. Leave Encashment is provided on the basis of actual valuation as computed by the company.

Actuarial gain and losses are recognized in the year when they arise

J. FOREIGN EXCHANGE TRANSACTION

Transaction in foreign currencies are accounted for at the exchange rate prevailing on the date of the transaction. Foreign currency, monetary assets and liabilities at the year end are translated using exchange rate prevailing on the last day of the financial year. The loss or gain thereon and also the exchange differences on settlement of the foreign currency transactions during the year are recognized as income or expenses and adjusted to the Statement of Profit and Loss.

K. SUBSIDY

Tea Replantation subsidy and other subsidies is accounted for on acceptance/receipt by/from the concerned authorities.

L. BORROWING COST

Borrowing cost incurred in relation to acquisition, construction or production of a qualifying asset is capitalized as a part of the cost of such assets up to the date when such assets are ready for intended use or sale. Other borrowing costs are charged as an expense in the year in which they are incurred.

M. TAXES ON INCOME

Provision for Tax is made for current and deferred taxes. Current tax is provided on the taxable income using the applicable tax rates and tax laws. Deferred tax assets and liabilities arising on account of timing difference, which are capable of reversal in subsequent period are recognized using tax rates and tax laws, which have been enacted or substantively enacted. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets will be realized. In case of carry forward of unabsorbed depreciation and tax losses, deferred tax assets are recognized only if there is a "virtual certainty" that such deferred tax assets can be realized against future taxable profits.

N. PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provision involving substantial degree of estimates in measurement is recognized when there is a present obligation as a result of past events, and it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of obligation. Contingent assets are neither recognized nor disclosed in the financial statements. Contingent liabilities are not provided in the books but disclosed by way of a note in the Notes to Account.

Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2013

	<u>AS AT 31.03.2013 Rs.</u>	<u>AS AT 31.03.2012 Rs.</u>
2. SHARE CAPITAL		
AUTHORISED		
40,00,000 Equity Shares of Rs. 10/- each (Previous year 40,00,000 Equity Shares of Rs. 10/- each)	4,00,00,000	4,00,00,000
ISSUED, SUBSCRIBED AND PAID UP		
34,02,100 Equity Shares of Rs. 10/- each fully paid up	3,40,21,000	3,40,21,000
Add : Forfeited Shares Amount	10,99,208	10,99,208
Paid-up on 2,32,400 Equity Shares	<u>3,51,20,208</u>	<u>3,51,20,208</u>

Note :

	No. of Shares	No. of Shares
Shareholders holding more than 5% shares :		
Srikrishna Ajrun Trading & Investment Co. (P) Ltd.	9,43,456	7,74,233
Arun Kumar Jalan	6,54,778	6,54,778
Anirudha Jalan	4,06,819	4,06,819

3. RESERVE AND SURPLUS

	<u>As at 31st .March 2013</u>	<u>As at 31st .March 2012</u>
Share Premium	3,86,57,000	3,86,57,000
General Reserve :		
Opening Balance	6,68,45,827	5,33,68,085
Add : Transferred from Profit and Loss Account	<u>2,21,51,850</u>	<u>1,34,77,742</u>
	8,89,97,677	6,68,45,827
Surplus :		
Opening Balance	—	—
Add : Profit for the year transferred from Statement of Profit & Loss	2,61,05,856	1,74,31,748
Less : Proposed Dividend on Equity Shares (Dividend per Share Re 1/- (Previous year Re 1/-)	(34,02,100)	(34,02,100)
Less : Tax on Dividend	(5,51,906)	(5,51,906)
Less : Transferred to General Reserve	<u>(2,21,51,850)</u>	<u>(1,34,77,742)</u>
Balance at the end of the year	—	—
	<u><u>12,76,54,677</u></u>	<u><u>10,55,02,827</u></u>

Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2013

	As at 31.03.2013 Rs.	As at 31.03.2012 Rs.
4. LONG TERM BORROWINGS (SECURED)		
Term Loan from Allahabad Bank	48,43,981	79,43,981
Vehicle Loan	3,75,329	7,78,111
	52,19,310	87,22,092

Note :

- a. Term Loans are secured by hypothecation of crops, entire stocks, book debts and other current assets and Plant and machinery, both present and future and equitable mortgage of Leasedhold Land at Garden by deposit of Title Deeds and guaranteed by Srikrishna Arjun Trading & Investment Co. Private Limited and personal guarantee of two persons, one of them is a Director. The same is payable in unequal quarterly installments ending in 2015-16.
- b. Vehicle Loan is secured by hypothecation of vehicles acquired under Car Loan Scheme. Such loan taken during different years is repayable within 5th March, 2016

5. DEFERRED TAX LIABILITIES (NET)

In accordance with Accounting Standard - 22 "Accounting for Taxes on Income" the Company has accounted for deferred tax. The tax authorities have disputed the claims made by the Company seeking tax benefits on non moving interest receivable. Further interest to the extent not provided in the books as the possibility of recoverability being doubtful has also been added in various assessment years while computing taxable income by the tax authorities. As the matter is at various stages of dispute with tax authorities neither deferred tax assets nor deferred tax liability has been considered in this respect. Considerable amount of gratuity provided in the books has remained unpaid. In the absence of any future plan of payment Deferred tax Assets in this respect has been considered only to the extent of Deferred Tax Liability.

The Components of deferred Tax Assets and Liabilities are as follows:-

	Opening Balance as on 01.04.2012	Charge/ (Credit) for the year	Closing Balance as on 31.03.2013
Deferred Tax Liabilities :			
Depreciation Difference	28,77,878	6,23,836	35,01,714
Deferred Tax Assets :			
Expenditure allowable on payment basis	28,77,878	(6,23,836)	35,01,714
	—	—	—
	As at 31.03.2013 Rs.		As at 31.03.2012 Rs.
6. LONG TERM PROVISIONS			
Provision for Employee Benefits :			
Provision for Gratuity & Leave Encashment	2,37,22,762		2,08,97,477
	2,37,22,762		2,08,97,477

Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2013

	As at 31.03.2013 Rs.	As at 31.03.2012 Rs.
7. SHORT TERM BORROWINGS		
Cash Credit A/c.	1,00,13,113	23,00,202
	1,00,13,113	23,00,202
Note :		
<p>The above loans are secured by hypothecation of crops, entire stocks, book debts and other current assets and Plant and machinery, both present and future and equitable mortgage of Leasedhold Land at Garden by deposit of Title Deeds and guaranteed by Srikrishna Arjun Trading & Investment Co. Private Limited and personal guarantee of two persons, one of them is a Director.</p>		
8. TRADE PAYABLES		
Trade Payables	2,60,09,543	2,60,67,599
	2,60,09,543	2,60,67,599
Note :		
<p>The Company is in the process of compiling information with regards to suppliers covered under Micro, Small and Medium Enterprise Development Act, 2006. To the extent identified, the Company has no information from the suppliers under the Act and accordingly the disclosure as acquired in Section 22 of the said Act could not be given in said accounts.</p>		
9. OTHER CURRENT LIABILITIES		
Current maturities of Term Loan from Allahabad Bank [Refer Note 4(a)]	31,00,000	25,00,000
Current maturities of Vehicle Loan [Refer Note 4(b)]	4,02,782	3,74,890
Advances against Tea Proceeds	—	2,61,293
Interest Accrued but not due	2,22,304	2,62,781
	37,25,086	33,98,964
10. SHORT TERM PROVISIONS		
<i>Provision for Employee Benefits :</i>		
Provision for Gratuity & Leave Encashment	56,57,477	41,79,184
Provision for Taxation (net of advance tax)	55,02,650	39,38,133
Provision for Dividend	34,02,100	34,02,100
Provision for Dividend Tax	5,51,906	5,51,906
	1,51,14,133	1,20,71,323
Note :		
<p>In the earlier years, while computing the Minimum Alternate tax certain adjustments were made based on opinion received by the Company.</p>		

Tyroon Tea Company Limited

11 – TANGIBLE FIXED ASSETS
Notes to the Financial Statements for the year ended 31st March, 2013 (contd.)

Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	Cost as on 01.04.2012	Additions	Deductions	Cost as on 31.03.2013	Upto 31.03.2012	For the year	On Sales/ adjustment	Upto 31.03.2013	As on 31.03.2013	As on 31.03.2012
LAND (LEASEHOLD) AND DEVELOPMENT	1,62,34,749	—	—	1,62,34,749	—	—	—	—	1,62,34,749	1,62,34,749
BUILDINGS & GODOWNS	2,78,62,478	6,88,840	1,85,059	2,83,66,259	49,99,599	4,96,355	—	54,95,954	2,28,70,305	2,28,62,879
MACHINERY	3,93,93,340	3,50,243	62,946	3,96,80,637	2,18,93,042	15,03,854	—	2,33,96,896	1,62,83,741	1,75,00,298
FURNITURE & FITTINGS	9,88,192	—	—	9,88,192	4,96,775	42,337	—	5,39,112	4,49,080	4,91,417
VEHICLES	1,00,10,175	7,54,984	1,38,876	1,06,26,283	52,98,454	7,01,466	—	59,99,920	46,26,363	47,11,721
IRRIGATION EQUIPMENTS	95,72,933	14,46,976	—	1,10,19,909	28,73,694	4,23,628	—	32,97,322	77,22,587	66,99,239
WATER SUPPLY	2,33,230	—	—	2,33,230	2,22,980	—	—	2,22,980	10,250	10,250
	10,42,95,097	32,41,043	3,86,881	10,71,49,259	3,57,84,544	31,67,640	—	3,89,52,184	6,81,97,075	6,85,10,553
PREVIOUS YEAR	8,74,53,139	2,10,40,545	41,98,587	10,42,95,097	3,50,65,226	28,24,683	21,05,365	3,57,84,544	6,85,10,553	

a. In respect of 4995.07 bighas of land acquired by Assam Government under the Land Ceiling Act, the Company received an ad-hoc payment of Rs. 15,200 as compensation. Pending ascertainment of the overall compensation to be received as well as cost of such undeveloped Land acquired out of total 11,829 bighas of land included under Land (Leasehold) and Development, the said compensation remains included in liabilities and necessary adjustment in respect of cost of land and profit / loss on such acquisition, if any has not been considered.

b. During the year company has received Capital Subsidy from Tea Board under Tea Quality Upgradation and Product Diversification Subsidy Scheme. Subsidy amounting to Rs. 2,48,005/- and Rs. 1,29,000/- has been adjusted in Machinery , building and in vehicles respectively in terms of Accounting Standard applicable in this respect.

Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2013 (contd.)

12. NON-CURRENT INVESTMENTS

	As at 31.03.2013			As at 31.03.2012	
	FACE VALUE / NAV	NO. OF SHARES / UNITS	BOOK VALUE	NO. OF SHARES / UNITS	BOOK VALUE
	Rs.		Rs.		Rs.
A. Non-Trade Investments					
In Shares and Debentures of Companies (at cost):					
(Quoted Equity Shares, Fully Paid up unless otherwise stated.)					
Equity Shares :					
Rajahbhat Tea Co. Ltd.	10	100	533	100	533
The Calcutta Investment Co. Ltd.	100	400	21,300	400	21,300
JSW Ispat Steel Ltd.	10	3,000	3,33,319	3,000	3,33,319
Maharashtra Polybutenes Ltd.	1	50	1,000	50	1,000
Century Enka Ltd.	10	250	54,800	250	54,800
Hasimara Industries Ltd.	10	—	—	1,00,000	10,00,000
Bank of Maharashtra	10	900	20,700	900	20,700
MVL Industries Ltd.	10	4,200	2,91,233	4,200	2,91,233
Gujrat Mineral Development Corporation Ltd. (Includes 1500 number of bonus shares issued previous year)	2	3,000	7,47,822	3,000	7,47,822
Jai Corporation Ltd.	1	1,100	8,92,628	1,100	8,92,628
M V L Limited	1	28,000	1,94,155	28,000	1,94,155
First Souce Solutions Limited	10	25,000	3,02,498	—	—
B. Trade Investments					
(Unquoted Equity Shares, Fully paid up unless otherwise stated :)					
Equity Shares :					
Assam Bengal Cereals Ltd.	10	50	500	50	500
Assam Co-operative Sugar Mills Ltd.	20	174	3,480	174	3,480
Essar Steel Ltd.	10	200	18,730	200	18,730
Preference Shares :					
Quoted Redeemable Preference Shares					
JSW Ispat Steel Ltd. (0.01% Cumulative Redeemable Preference Shares)	10	2,000	20,000	2,000	20,000
Un-Quoted Redeemable Preference Shares					
Hasimara Industries Ltd (9% Non-Cumulative Redeemable Preference Shares)	100	50,000	50,00,000	50,000	50,00,000
Hasimara Industries Ltd (9% Non-Cumulative Redeemable Preference Shares)	100	25,000	25,00,000	25,000	25,00,000

Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2013 (contd.)

12. NON-CURRENT INVESTMENTS (Contd.)

	As at 31.03.2013			As at 31.03.2012	
	FACE VALUE / NAV Rs.	NO. OF SHARES / UNITS	BOOK VALUE Rs.	NO. OF SHARES / UNITS	BOOK VALUE Rs.
Presidency Exports & Industries Ltd. (9% Non-Cumulative Redeemable Preference Shares)	100	60,000	60,00,000	60,000	60,00,000
Creative Services Private Ltd. (9% Non-Cumulative Redeemable Preference Shares)	100	65,000	65,00,000	65,000	65,00,000
Debentures :					
Barclays Investment and Loans (I) Ltd.	1000000	—	—	5	50,00,000
			2,29,02,698		2,86,00,200

	As at 31.03.2013		As at 31.03.2012	
	COST Rs.	MARKET VALUE Rs.	COST Rs.	MARKET VALUE Rs.
QUOTED				
Traded	28,38,155	10,03,510	25,35,657	26,63,872
Non Traded * Rajahbhat Tea Co. Ltd.	533		533	
The Calcutta Investment Co. Ltd.	21,300		21,300	
Hasimara Industries Ltd.	—		10,00,000	
UNQUOTED	<u>2,00,42,710</u>		<u>2,50,42,710</u>	
	2,29,02,698		2,86,00,200	

Note :

- Market quotation in respect of non traded shares are not available since long, therefore the market value of these investments has not been stated
- The decline in the market value of long term investments to the extent of Rs. 19,02,300 (Previous year Rs. 15,89,526/-) in respect of actively traded securities has been considered to be temporary in nature and accordingly provision for such decline has not been considered necessary by the Management.
- The Company's investments of Rs. 2,00,00,000 in certain Non-Cumulative Redeemable Preference Shares and loans and advances of Rs. 1,50,00,000 in group/associated companies are strategic in nature. Considering the long term involvement and the intrinsic values of these companies, these investments and balances have been considered good and fully recoverable.

13. LONG TERM LOANS AND ADVANCES

(Unsecured and considered good by the Management)

	As at 31.03.2013 Rs.	As at 31.03.2012 Rs.
Loan Given		
To Companies	1,50,00,000	1,50,00,000
To Others	1,08,00,000	1,20,00,000
	2,58,00,000	2,70,00,000

Note :

Loans of Rs. 2,04,96,000/- (including interest amounting to Rs. 96,96,000/- as given in note 19) recoverable from certain parties which have become overdue. The Company has filed suits for the recovery of the loan amounts together with interest due. Interest on these loans considering the uncertainty as to the realisation will be accounted for as and when realised/settled.

Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2013 (contd.)

14. CURRENT INVESTMENTS (Non-Trade)

	AS AT 31.03.2013			AS AT 31.03.2012	
	FACE VALUE / NAV Rs.	NO. OF SHARES / UNITS	BOOK VALUE Rs.	NO. OF SHARES / UNITS	BOOK VALUE Rs.
Investment in Mutual Funds (Quoted)					
ICICI Prudential Interval Fund II Quarterly Interval Plan F	10.3703	824257.0000	8547808	824,257.0000	8,547,808
ICICI Prudential Interval Fund II Quarterly Interval Plan A	10.1544	0.0000	0	984,794.0000	9,999,992
Kotak Floater Long Term Growth	18.6149	11,34,950.6150	21126992	0.0000	—
ICICI Prudential Interval Fund III Quarterly Interval Plan Institutional Cumulative	10.3503	0.0000	0	508,922.0000	5,267,495
ICICI Prudential Flexible Income Plan Regular Growth	117.4966	0.0000	0	63,881.9030	7,505,900
Kotak Quarterly Plan Series II Growth	14.1073	0.0000	0	1,370,094.3710	19,328,325
DWS Gilt Fund Regular Growth	12.8045	1,718,144.0040	22000000	—	—
ICICI Prudential Income Opportunities Fund Regular Plan Growth	15.2394	2,035,939.2740	31026553	—	—
			82,701,353		50,649,520
Aggregate NAV of Investments in Mutual Fund			86,951,959		53,967,691
			As at 31.03.2013 Rs.	As at 31.03.2012 Rs.	

15. INVENTORIES

(As taken, valued and certified by the Management)

Stores and Spare Parts	87,52,426		79,93,446	
Less : Provision of Obsolete Stock	(145,413)	86,07,013	(1,45,413)	78,48,033
Stock of Foodstuff		52,021		50,092
Stock of Tea		29,72,336		35,21,027
		1,16,31,370		1,14,19,152

Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2013 (contd.)

	As at 31.03.2013 Rs.	As at 31.03.2012 Rs.		
Note :				
A. Information as regards capacity, actual production of tea				
Licensed Capacity	Not Applicable	Not Applicable		
Installed Capacity	15,50,000 kgs	15,50,000 kgs		
Actual production	14,15,480 kgs	14,28,745 kgs		
including tea used at garden, trade samples and shortage in weight etc [Exclusive of tea waste] (As certified by the Management)	22,246 kgs	22,220 kgs		
B. Information of tea sale and stock				
	Quantity (Kgs)	Value (Rs.)	Quantity (Kgs)	Value (Rs.)
Gross Sale	13,69,153	22,56,85,635	13,85,220	19,59,85,779
Tea Cess		7,14,433		6,96,300
Net Sale		22,49,71,202		19,52,89,479
Opening Stock	29,774	35,21,027	36,869	36,12,698
Closing Stock	22,655	29,72,336	29,774	35,21,027
C. Details of Raw Material consumed (100% indigeneous)				
I. Green Tea Leaves plucked from own tea estate	46,04,968		42,58,074	
(Value of green leaf produced in Company's own estate is not ascertainable since production involves an integrated process of growing and cultivation)				
II. Green Tea Leaves purchased	16,46,060	3,53,62,610	20,54,528	3,62,03,027
16. TRADE RECEIVABLES				
(Unsecured – considered good by the Management)				
Outstanding for a period exceeding six months				
– Considered Good		79,067		3,69,688
Other Debts				
– Considered Good		27,17,535		8,27,576
		27,96,602		11,97,264

Note :

The classification between period exceeding six months and less than six months has been made assuming that generally such amount become due on invoicing itself.

Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2013 (contd.)

	As at 31.03.2013 <u>Rs.</u>	As at 31.03.2012 <u>Rs.</u>
17. CASH AND CASH EQUIVALENTS		
Cash-in-Hand	5,74,941	7,10,740
Balances with Scheduled Banks :		
– Current Accounts	3,82,843	1,83,605
– Dividend Accounts	7,04,187	3,83,450
	<u>16,61,971</u>	<u>12,77,795</u>
18. SHORT TERM LOANS AND ADVANCES		
(Unsecured & considered good by the Management)		
Advances recoverable in Cash or Kind	81,90,956	57,07,104
Sundry Deposits	37,78,305	17,44,905
Advance Payment of Agricultural Income Tax	70,28,681	46,23,871
	<u>1,89,97,942</u>	<u>1,20,75,880</u>
19. OTHER CURRENT ASSETS		
Interest receivable on Loans & Advances	1,18,89,821	1,33,50,328
	<u>1,18,89,821</u>	<u>1,33,50,328</u>
	For the year ended 31.03.2013 <u>Rs.</u>	For the year ended 31.03.2012 <u>Rs.</u>
20. REVENUE FROM OPERATIONS		
Sale of Tea	22,56,85,635	19,59,85,779
Less : Tea Cess	(7,14,433)	(6,96,300)
Net Sales	<u>22,49,71,202</u>	<u>19,52,89,479</u>
21. OTHER INCOME		
Dividend from non-current investments	12,780	14,378
Profit on Sale of Fixed Assets (Net)	9,172	—
Profit on Sale of Current Investment	13,76,916	27,71,200
Profit on Sale of non current Investments	48,18,480	—
Interest on Loans & Deposits	20,29,435	18,99,090
Provision / Liabilities no longer required written back	68,020	14,80,533
Sundry Credit Balance written back	—	21,688
Replantation Subsidy	18,51,548	15,51,298
Orthodox Subsidy	34,302	—
Insurance Claim	41,923	41,686
Rent Received	—	8,365
Miscellaneous Receipts	5,52,200	4,46,845
	<u>1,07,94,776</u>	<u>82,35,083</u>

Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2013 (contd.)

	For the year ended 31.03.2013 Rs.	For the year ended 31.03.2012 Rs.
22. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE		
Opening Stock of Tea	35,21,027	36,12,698
Closing Stock of Tea	<u>29,72,336</u>	<u>35,21,027</u>
	<u>5,48,691</u>	<u>91,671</u>
23. EMPLOYEE BENEFIT EXPENSE		
Salaries and Wages	3,37,81,794	2,89,41,368
Contribution to Provident and Other Funds	50,13,066	45,65,253
Gratuity & Leave Encashment	51,71,508	36,31,587
Staff Welfare Expense	<u>2,44,94,959</u>	<u>2,00,31,529</u>
	<u>6,84,61,327</u>	<u>5,71,69,737</u>
24. FINANCE COST		
Interest Expense	<u>23,77,527</u>	<u>29,47,734</u>
	<u>23,77,527</u>	<u>29,47,734</u>
25. OTHER EXPENSES		
Consumption of Stores and Spare Parts	1,07,29,866	95,27,598
Power and Fuel	2,18,38,650	2,13,48,536
Rent	5,59,152	3,93,603
Repairs and maintenance		
Buildings	34,47,447	30,09,398
Plant and Machinery	41,99,130	36,10,821
Others	37,18,495	21,74,816
Insurance	5,13,280	4,94,850
Rates and Taxes	8,61,987	8,39,125
Travelling and conveyance	23,64,370	22,19,327
Transport Expenses	26,60,398	24,43,670
Legal and Professional charges (including Auditors fees & Consultancy charges)	11,47,280	18,65,687
Directors' Fees	23,000	22,000
Brokerage & Selling Commission	29,54,777	27,08,886
Despatching & Selling Expenses	60,80,856	56,35,980
Subscription	4,80,895	4,64,895
Cess on Green Leaves	18,44,238	17,01,564
Sundry Debit Balance written off	3,60,827	2,20,125
Bad Debts written off	10,75,813	—
Loss on sale of Fixed Assets (Net)	—	1,05,964
Miscellaneous Expenses	<u>67,38,789</u>	<u>65,69,049</u>
	<u>7,15,99,248</u>	<u>6,53,55,893</u>

Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2013 (contd.)

	For the year ended 31.03.2013 Rs.	For the year ended 31.03.2012 Rs.
Note :		
a. Payment to Auditors (included in Legal & Professional Charges) as :		
For Statutory Audit	60,000	60,000
For Tax Audit	15,000	15,000
For Other Capacity	15,000	15,000
	90,000	90,000
b. Electricity charges are being provided as per the bill raised by CESC Ltd. The amount receivable from CESC Ltd. on account of excess electricity charges for the earlier years will be recognised as and when adjusted in future bills.		
c. Expenditure in Foreign currency		
Travelling Expenses	7,29,987	5,66,363
26. PROVISION FOR TAXES		
Current Tax	21,62,887	12,43,000
Agricultural Income Tax relating to earlier years	—	97,911
	21,62,887	13,40,911

Note :

- a. Current Income tax has been computed considering that the benefits available under section 80I E of Income Tax Act, 1961 on substantial expansion is available on the entire profit. Accordingly, no tax has been considered under current tax.
- b. Current tax includes Rs. 11,10,317/- (Previous year Rs. 2,28,070/-) of agricultural income tax payable under the Assam Agricultural Income Tax, 1939.

27. RELATED PARTY DISCLOSURES

List of related parties

- | | |
|---|---|
| a. Associates | Srikrishna Arjun Trading & Investment Co. (P) Ltd. |
| b. Directors / Relatives having significant influence, directly or indirectly | Mr. A. K. Jalan (Director)
Mr. S. P. Jalan (Relative of Director)
Mr. Anirudha Jalan (Relative of Director) |
| c. Enterprises where Directors and relatives have significant influence | Creative Services (P) Ltd.
Hasimara Industries Ltd.
James Alexander & Co. Ltd. |

Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2013 (contd.)

The following transactions were carried out during the year with related parties :

	Director/ Relatives Rs.	Enterprises where Directors and relatives have significant influence Rs.
I. Nature of Transaction		
Director's Fees	5,000 (5,000)	— (—)
Remuneration to Relatives	8,40,512 (7,39,797)	— (—)
Interest received :		
Hasimara Industries Ltd.	— (—)	18,00,000 (18,54,360)
Creative Services Pvt. Ltd.	— (—)	7,79,050 (3,00,000)
II. Balance Outstanding :		
i. Loans given		
Hasimara Industries Ltd.	— (—)	1,50,00,000 (1,50,00,000)
ii. Investments		
Hasimara Industries Ltd.	— (—)	75,00,000 (75,00,000)
Creative Services (P) Ltd.	— (—)	65,00,000 (65,00,000)
iii. Others		
Hasimara Industries Ltd.	— (—)	16,20,000 (16,27,684)
Creative Services (P) Ltd.	— (—)	5,00,000 (12,79,050)

"Figures in bracket represents previous year's amount"

Note :

- I. In respect of the above parties, there is no provision for doubtful debts as on 31.3.2013 and no amount has been written off or written back during the year in respect of debts due from / to them.
- II. The above related party information is as identified by the management and relied upon by the auditors.
- III. There are no transaction with Associate Company.

Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2013 (contd.)

28. DISCLOSURE UNDER ACCOUNTING STANDARD - 15

EMPLOYEE BENEFITS

The disclosure required under Accounting Standard 15 "Employee Benefits" notified in the Companies (Accounting Standards) Rules 2006, are given below :

Defined Contribution Scheme :

Contribution to Defined Contribution Plan recognised for the year are as under :

	2012-13	2011-12
Employer's Contribution to Provident Fund	42,72,900	39,03,059
Employer's Contribution to Pension Fund	1,56,254	1,55,307

Defined Benefit Scheme :

The present value of obligation is determined based on actuarial valuation using the projected unit Credit, which recognises each period of service as giving rise to additional unit employee benefit entitlement and measures each unit separately to built up the final obligation.

(Rs. in Thousands)

	Gratuity (Unfunded)	
	31.03.2013	31.03.2012
i. Change in the present value of the defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows :		
Liability at the beginning of the year	24,583	22,553
Interest Cost	2,399	1,885
Current Service Cost	1,362	1,235
Actuarial (gain) / loss on obligations	2,139	511
Benefits paid	(1,762)	(1,601)
Liability at the end of the year	28,721	24,583
ii. Changes in the Fair Value of Plan Asset representing reconciliation of opening and closing balances thereof are as follows :		
Fair Value of Plan Assets at the beginning of the year	—	—
Expected Return on Plan Assets	—	—
Contribution by the Company	1,762	1,601
Benefits Paid	(1,762)	(1,601)
Actuarial gain / (loss) on Plan Assets	—	—
Fair value of Plan Assets at the end of the year	—	—
iii. Amount recognised in Balance Sheet		
Liability at the end of the year	28,721	24,583
Fair value of Plan Assets at the end of the year	—	—
Amount Recognised in the Balance Sheet	28,721	24,583

Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2013 (contd.)

	31.03.2013	31.03.2012		
iv. Expenses Recognised in the Income Statement				
Current Service Cost	1,361	1,235		
Interest Cost	2,399	1,885		
Expected Return on Plan Assets	—	—		
Net Actuarial (gain)/loss to be Recognised	2,139	511		
Expenses Recognised in Profit & Loss Account	5,899	3,631		
v. Balance Sheet Reconciliation				
Opening Net Liability	26,184	22,553		
Expenses as above	5,899	3,631		
Employer's Contribution	—	—		
Amount Recognised in Balance Sheet	32,083	26,184		
vi. Principal Actuarial assumption at the Balance Sheet				
Discount Rate	8.25%	8.00%		
Rate of Return on Plan Assets	0.00%	0.00%		
vii. Experience gain /(loss) adjustments on plan liabilities	2,139	511	(1,055)	(1,284)
viii. Present value of Defined Benefit Obligation	28,721	24,583	22,553	22,464

Notes :

Assumption relating to future salary increases, attrition, interest rate for discount & overall expected rate of return on Assets have been considered based on relevant economic factors such as inflation, market growth & other factors applicable to the period over which the obligation is expected to be settled.

29. The Company's main business is growing and manufacturing Tea. As such there is no separate reportable segments as per the Accounting Standard 17 "Segment reporting". Further, as the Company operates entirely in India, no secondary segment has been identified.

30. EARNINGS PER SHARE	Year ended 31.03.2013	Year ended 31.03.2012
Net Profit / (Loss) attributable to equity shareholders (Rs.)	2,61,05,856	1,74,31,748
Weighted average number of equity shares issued	34,02,100	34,02,100
Basic and diluted earnings per share (Rs.) (Face value Rs. 10/- per share)	7.67	5.12

31. Previous year figures has been regrouped / reclassified to conform with current year presentation, wherever considered necessary.

Kolkata
The 14th day of May, 2013

FOR LODHA & CO.
Chartered Accountants
H. S. JHA
Partner

K. C. MISHRA
Company Secretary
cum Cost Controller

For and on behalf of the Board
S. ISSAR
A. K. JALAN | Directors

Tyroon Tea Company Limited

Regd. Office : "McLeod House", 3, Netaji Subhas Road, Kolkata 700 001

PROXY

Folio No./Cinet ID Number..... No. of Shares held.....

D.P. Id No.....

I/We.....

of.....

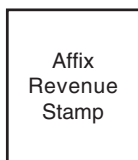
being a Member / Members of Tyroon Tea Company Limited, hereby appoint

.....of.....or

failing him.....of.....

as my / our proxy in my / our presence to attend and vote for me / us, and on my / our behalf at the Annual General Meeting of the Company to be held at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700 017 on Thursday the 26th day of September, 2013 at 10.30 A.M. and / or at any adjournment thereof.

Signed this day of.....2013



Signature

Note : The proxy must be deposited at the Registered Office of the Company at "McLeod House", 3, Netaji Subhas Road, Kolkata - 700 001 not less than 48 hours before the meeting.

(Tear Off) -

Tyroon Tea Company Limited

Regd. Office : "McLeod House", 3, Netaji Subhas Road, Kolkata 700 001

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND OVER AT THE ENTRANCE

.....
Name of Shareholder/s (In Block Letters)

Folio No./Client ID No..... No. of Shares held.....

D.P. Id No.....

Name of the Proxy (In Block Letters) in case the Proxy attends instead of the Shareholder(s).

I hereby record my presence at the ANNUAL GENERAL MEETING of the Company at the auditorium of Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700 017, on Thursday, the 26th day of September, 2013 at 10.30 A.M.

Signature of the Shareholder or Proxy.....



TYROON TEA COMPANY LIMITED

**ANNUAL REPORT AND
ACCOUNTS 2012–2013**

BOOK POST
Printed Matter

If undelivered please return to :

TYROON TEA COMPANY LIMITED

“McLeod House”

3, Netaji Subhas Road,

Kolkata - 700 001