

Tyroon Tea Company Limited

ANNUAL GENERAL MEETING

Date : 25th September, 2017

Day : Monday

Time : 3.00 P.M.

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

Directors :

INDRA JALAN
ANIRUDHA JALAN
S. ISSAR
U. BANTHIA
SANJAY KUMAR KEJRIWAL

Company Secretary & CFO :

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 : rdinfotech@yahoo.in

Bankers :

ALLAHABAD BANK

Garden :

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

Registered Office :

3, NETAJI SUBHAS ROAD
KOLKATA - 700 001

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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

CIN : L15421WB1890PLC000612

NOTICE

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

Date : 25th September 2017
Day : Monday
Place : Bharatiya Bhasha Parishad
36A, Shakespeare Sarani
Kolkata – 700 017
Time : 3.00 P.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 2017.
2. To appoint a Director in place of Mrs. Indra Jalan (DIN00046265) 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.

To appoint M/s. K. N. Gutgutia & Co., Chartered Accountants, Kolkata (Firm Registration No. 304153E) as the statutory auditors of the Company.

“Resolved that pursuant to provisions of section 139, 142 and other applicable provision, if any, of the Companies Act, 2013 read with the rules made there-under as amended from time to time, M/s. K. N. Gutgutia & Co. Chartered Accountants, Kolkata, Firm Registration no. 304153E be and are hereby appointed as the Statutory Auditors of the Company to hold office for a period of 5 (five) years from the conclusion this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2022, subject to ratification by members at every Annual General Meeting at a remuneration to be decided by the Board of Directors of the Company in consultation with the Auditors plus applicable taxes and reimbursement of other out of pocket expenses incurred by them in connection with the Audit.”

“FURTHER resolved that all the Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to execute such documents and writings and to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution, including but not limited to filing of necessary forms with the Registrar of Companies.”

Registered Office:
“McLeod House”
3, Netaji Subhas Road,
Kolkata – 700 001
The 14th Day of August, 2017

By Order of the Board
For Tyroon Tea Company Limited
K. C. Mishra
Company Secretary & CFO

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. A person shall not act as a proxy for more than 50 members and holding in aggregate not more than 10% of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% of the total voting Share capital of the Company provided that such person shall not act as a proxy for any other person.

2. CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will remain closed from 18th September 2017 to 25th September 2017 (both days inclusive) in connection with the Annual General Meeting.

3. 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.

Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.

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 in case of physical shares. Members holding shares in electronic form are requested to inform their depository participants.

9. ATTENDANCE SLIP

Members are requested to affix their signature at the space provided at the attendance slip annexed to the proxy form and hand over the slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the Board Resolution/Power of attorney authorizing their representative to attend and vote at the Annual General Meeting.

10. AVAILABILITY OF ANNUAL REPORT

Members may also note that the notice of Annual General Meeting and the Annual reports will also be available at the Company's website www.tyroontea.com for their download.

11. Voting through Electronic means:

- (a) The Company is pleased to provide members a facility to exercise their right to vote on the resolutions as set out in the Notice calling for the Annual General Meeting (AGM) by 'electronic means' and all the businesses may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL), in compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014.
- (b) Voting rights are reckoned on the basis of the shares registered in the names of the members/beneficial owners as on the record date fixed for this purpose, viz., 18th September, 2017.
- (c) Mr. Dhruva Charan Sahoo of D. C. Sahoo & Co., Practicing Company Secretaries, Kolkata has been appointed as scrutinizer for conducting the e-Voting process in a fair and transparent manner.
- (d) Members are requested to read the instructions given below.
 - (A) The instructions for e-Voting are as under:
 - (i) Open e-mail and then open PDF file viz., "Tyroon Tea Company Limited –AGM 2017 e-Voting.pdf" with their Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-Voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL in the address bar: www.eVoting.nsdl.com
 - (iii) Click on shareholder – Login

- (iv) Enter User ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
- (vi) Home page of e-Voting opens. Go to “eVoting” icon and select “Active Evoting Cycles”.
- (vii) Select “EVEN” of Tyroon Tea Company Limited.
- (viii) Now members are ready for e-Voting as Cast Vote page opens.
- (ix) Cast the vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once the member has voted on the resolution, such member will not be allowed to modify their vote, subsequently.
- (xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF)/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer through e-mail to dcsahoo123@rediffmail.com with copy marked to evoting@nsdl.co.in .

(B) In case of members receiving physical copy of the Notice of AGM:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (e-Voting Event Number)	USER ID	PASSWORD/ PIN

- (ii) Please follow all steps from Sl.No. (ii) to Sl.No. (xii) of Item No.12(d)(A) above to cast vote.
- (e) In case of any queries, members may refer to the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the downloads section of www.evoting.nsdl.com or contact NSDL at the following toll free No. 1800222990
 - (f) If members are already registered with NSDL for e-Voting, then they can use their existing user ID and password for casting the vote.
 - (g) Members can also update their mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
 - (h) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off-date of 18th September, 2017.
 - (i) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding share as of the cut off date i.e. 18th September, 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to RTA.

However if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password you can reset your password by using “forget user details/password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free number 1800222990.

- (j) The e-Voting period commences on 22nd September 2017 (9:00 am) and ends on 24th September 2017 (5:00 pm). During this period, members holding shares either in physical form or in dematerialized form, as on 18th September 2017, may cast their votes electronically. The e-Voting module will be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, such member will not be allowed to change it subsequently.
 - (k) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-Voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast “in favour” or “against”, if any, forthwith to the Chairman of the Company.
 - (l) The Results declared along with the Scrutinizer's Report will be placed on the Company's website www.tyroontea.com and on the website of NSDL within two days of passing of the resolutions at the AGM and communicated to the Stock Exchanges.
 - (m) All documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection at the Registered Office of the Company during 10.00 am to 12.00 noon on all working days upto and including the date of the AGM.
- 12) A brief profile of directors, who are proposed to be re-appointed/appointed in this AGM, nature of their expertise in specific functional areas, their other directorships and committee memberships, their shareholding and relationship with other directors of the Company are given below:

Details of Director Seeking Re-appointment at the Annual General Meeting

Particulars	Smt. Indra Jalan (Promoter)
DIN	00046265
Date of Birth	28/02/1941
Date of Appointment	17/07/2014
Qualification	Graduate
Nature of Experience	Smt. Indra Jalan has knowledge of business and administration
Name of Directorship in other Companies	Zee Software (P) Ltd.
Membership/ Chairmanship of committee in public Company	NIL
Shareholding	26880
Relation	Relative of Mr Anirudha Jalan (Director) and Mr. S. P. Jalan (KMP)

The above report was placed and approved by the Board at its Meeting held on 14th August, 2017.

Tyroon Tea Company Limited

CIN : L15421WB1890PLC000612

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, 2017.

FINANCIAL RESULTS :

	This Year	Previous Year
	Rs.	Rs.
Profit before Interest, Depreciation and Taxation	(14,84,350)	2,50,42,581
Less : Interest	1,67,571	4,15,457
Depreciation	57,32,241	47,09,207
Profit / (loss) before Tax	(73,84,162)	1,99,17,917
Less : Provision for Taxation	8,82,556	11,31,290
Profit / (Loss) after Tax	(82,66,718)	1,87,86,627
Add : Deferred Tax Credit	8,82,055	64,57,173
Less : Proposed Dividend	—	—
Tax on Proposed Dividend	—	—
(Loss) / Profit for the year	(73,84,663)	2,52,43,800

DIVIDEND:

The Board of Directors of your Company do not recommend dividend for the year under review (Previous year NIL).

OPERATION OVERVIEW

Your company's turnover stood at Rs. 25.05 crores for the period ended 31-03-2017 against Rs. 26.59 crores in the previous year. The decrease in turnover by Rs. 1.54 crores is due to unfavourable weather condition and decrease in average selling price.

COURSE OF BUSINESS AND OUTLOOK

Management discussion and analysis report give the state of affairs of the business of the Company attached to this report separately. (Annexure I)

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO.

Particulars in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo as required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Account) Rules, 2014 as set out in a separate statement attached hereto and forming part of the report. (Annexure II)

CORPORATE GOVERNANCE

Regulation 27(2) of The (Listing Obligation and Disclosure Requirements) Regulation, 2015 vide SEBI circular no. CIR/CFB/Policy cell/7/2014 dated 15th September, 2014 is not mandatory for your Company. The Report for the same will be attached as and when the same will be applicable to your Company.

EXTRACTS OF ANNUAL RETURN

The Extracts of Annual Return in format MGT-9 for the financial year 2016-17 have been enclosed with the report. (Annexure III)

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134(1)(c) of the Companies Act, 2013 and on the basis of explanation and compliance certificate given by the executive of the Company and subject to the disclosures in the annual accounts and also on the basis of discussion with the Statutory Auditors of the Company from time to time we state as under :-

- (a) That in the preparation of annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departure.
- (b) That the director had selected such accounting policy 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 loss of the Company for that period:
- (c) That the directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities:
- (d) That the directors had prepared the annual accounts on a going concern basis:
- (e) That the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively: and
- (f) That the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS:

Mrs. Indra Jalan DIN 00046265 Director, retire by rotation at the ensuing Annual General Meeting, being eligible offers herself for re-appointment. The Board recommends her re-appointment.

ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Board of Directors of the Company has initiated and put in place evaluation of its own performance, its committee and individual directors. The result of the evaluation is satisfactory and adequate and meets the requirement of the Company.

NUMBER OF MEETINGS OF BOARD OF DIRECTORS

The Board of directors has met 5 times and independent Director met once during the year ended 31st March, 2017.

DETAILS OF COMMITTEE OF DIRECTORS

The composition of Audit committee of Directors, nomination and remuneration committee of directors and stake holders of the grievance committee of directors, number of meeting held during the financial year 2016-17 and meeting attended by each member of the committee as required under the Companies Act, 2013 (Annexure IV). The CEO and CFO are invitees to the meeting.

The recommendation by the Audit Committee as and when made to Board has been accepted by it and there were no instance of dis-agreements between the committee and the Board.

KEY MANAGERIAL PERSONNEL

Since the last report there has been no change in key Managerial Personnel.

Mr. S. P. Jalan, CEO and Mr. K. C. Mishra, Company Secretary and CFO of the Company are the key managerial personnel of the Company as per definition under section 2(51) and Section 203 of the Act.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENT

Financial Statement (i.e. Balance Sheet, Profit & Loss Statement, Cash Flow Statement together with notes) are prepared through the process which has computerized as well as manual controls to ensure accuracy of recording all transactions taking place during any accounting period and the resultant financial position at period end. All data relating payroll, purchase, agricultural activity, selling and other activity are recorded through ERP

operating system at Head Office and in house software used at Tea Estate. All data and transaction entered in the system are checked by various functional on the basis of supporting documents and records, then the accounting entries checked by accounts personnel and finally approved by Managerial Personnel.

At periodic interval the accounting data are compiled and financial statement are prepared. While preparing the financial statements, it is ensured that all transactions pertaining to the accounting period are recorded.

Fixed Assets, Stock of Tea and all other stores are physically verified. Balance confirmation are obtained for significant items of trade receivable and advance.

After preparation of financial statement all items appearing in the statement are analysed in order to ensure overall reasonableness.

The Company has adopted policy and procedure for ensuring the orderly and efficient conduct of its business, safeguarding of its assets, prevention and detection of fraud and errors, accuracy and completeness of the accounting record and timely preparation of reliable financial disclosures.

PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTY

The particulars of Contracts or Arrangements made with related parties pursuant to sub-section (1) of Section 188 of the Companies Act, 2013 furnished in Form AOC -2, is attached to this report as Annexure V.

The transaction with related party which requires disclosure under section 134(3)(h) of The Companies Act, 2013 and Rule 8(2) of the Companies (accounts) Rules 2014 are given in the notes to the financial statement.

LOAN, INVESTMENT AND GUARANTEE BY THE COMPANY

There is no loan given, investment made, guarantee given or security provided by the Company to any entity under section 186 of The Companies Act, 2013.

FIXED DEPOSIT

Your Company has not accepted any fixed deposit for the financial year ended 31-03-2017.

RISK MANAGEMENT

The Company has laid down a comprehensive risk assessment and minimization procedure which is reviewed by the Board from time to time. The procedures are reviewed to ensure that executive management control risk through means of properly defined frame work. The major risk have been identified by the Company and its mitigation process / measures have been formulated.

ANALYSIS OF REMUNERATION

Pursuant to Rule 5 of the Companies (Appointment and Remuneration) Rules 2014 disclosure on remuneration related information of employee, key managerial personnel is annexed herewith in Annexure VI.

REMUNERATION POLICY

Remuneration policy pursuant to Section 178 of the Companies Act, 2013 annexed herewith in Annexure VII.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company reported to provide the safe and conducive work environment to its employees during the year under review, no case of sexual harassment was reported.

AUDITORS

At the Annual General Meeting held on 27th September, 2016 M/s. Lodha & Co. Chartered Accountants, were appointed as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2017. As per Section 139 of the Companies Act, 2013, Listed Company cannot appoint or re-appoint the Auditor for more than 10 years. The existing Company covered under rotation of Auditor are required to comply within 3 years from the date of commencement of the Act.

M/s. Lodha & Co. Chartered Accountants, Kolkata, (Firm Registration No. 301051E) have completed their 3 years transitional period and accordingly they are not eligible for appointments as Auditors of the Company at the ensuing Annual General Meeting. The Audit committee proposed to appoint M/s. K. N. Gutgutia & Co., Chartered Accounts, Kolkata (Firm Registration No. 304153E) as Statutory Auditors of the Company. M/s. K. N. Gutgutia & Co., have consented to be appointed as Statutory Auditors of the Company and have confirmed that their appointment, is made, would be in compliance with the provision of Section 139 and 141 of the Companies Act, 2013 and Rule as framed there under.

The Board of Directors in their meeting held on 14th August, 2017 has recommended appointment of M/s. K. N. Gutgutia & Co., Chartered Accounts, Kolkata (Firm Registration No. 304153E) as Statutory Auditors of the Company for period of 5 consecutive years from the conclusion of the ensuing Annual General Meeting until the conclusion of the the Annual General Meeting to be held in 2022 subject to the approval of shareholders at the ensuing Annual General Meeting.

The Board wishes to place on record its sincere appreciation for the valuable service rendered by M/s. Lodha & Co., Chartered accountants, Statutory Auditors during their long association with the Company.

SECRETARIAL AUDIT REPORT

A Secretarial Audit Report for the year ended 31-03-2017 in prescribed form duly audited by the Practicing Company Secretary M/s. D. C. Sahoo & Co. is annexed herewith and forming part of the report. (Annexure VIII)

PARTICULARS OF EMPLOYEES

No employee of the Company was in receipt of such remuneration as to disclose particular pursuant to the provision of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

INTERNAL FINANCIAL CONTROL

The Board has adopted the policy and procedure for ensuring the orderly and efficient conduct of its business, including adherences to the Company's Policy, the safeguarding of its assets, the prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosure

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.
Kolkata, The 14th day of August, 2017

For and on behalf of the Board
ANIRUDHA JALAN
SANJAY KUMAR KEJRIWAL | Directors

Annexure I

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industrial Structure and Development.

India is the largest producer of tea in the world, producing about 1233 against 1197 million Kgs of Tea during calendar year 2016 annually. This represents around 42% of world black tea production. Sri Lanka, Kenya and other African countries, Bangladesh are other main black tea Producers globally. 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.

Weather condition during 2016 varied from country to country. In India due to unfavourable weather condition there is loss of production. Demand in global Market was negatively impact due to political unrest and fluctuation in currency. The Auction price in India were more or less stable in comparison to last year.

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.

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. The average sale price is expected to increase marginally in comparison to last year. All efforts are being made by the Management to improve the results in comparison to previous year. However due to adverse weather condition the production of made tea may be adversely affected resulting in drop in total sales realization.

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 unauthorized 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 short comings are identified. The audit committee similarly reviews the internal control system and provides guidance for improvement.

Financial and operational performance

During the year 2016-2017 the company reported a net sale of Rs. 25.04 Crores in comparison to previous year Rs. 26.59 Crores and loss for the year ended 31st March 2017 is Rs. 0.74 Crores in comparison to profit of Rs. 2.52 crores last year. Due to fall in average sales price and increase in cost of production the operation of Company was adversely effected resulting in loss for the year under review.

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.

Tyroon Tea Company Limited

ANNEXURE II

ANNEXURE TO DIRECTORS' REPORT

(Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) of the Companies (Account) Rules, 2014

(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	8,73,275	9,18,525
Total Amount (Rs.)	92,28,028	83,44,993
Rate / Unit	10.57	9.09
b) Own generation		
i) Through diesel Generator		
Unit	1,86,278	2,01,476
ii) Units per Litre of diesel Oil		
Cost/Unit (Rs.)	26.49	19.56
2. (a) Natural Gas		
Quantity (Scum)	6,97,215	7,11,970
Total Amount	75,41,729	1,07,78,764
Average Rate	10.82	15.13
(b) Consumption per Unit of Production		
Black Tea (in Kgs.)	14,05,742	14,01,653
Electricity (In Unit)	0.75	0.80
Furnace Oil (in Litres)	—	—
Coal (in Kgs.)	—	—
Natural Gas (in Scum)	6,97,215	7,11,970
Natural Gas (per unit)	0.50	0.51

(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. 3,05,460.00

(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 6 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. Nil (Previous year Rs. 7,86,014/-)

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

For and on behalf of the Board
ANIRUDHA JALAN
SANJAY KUMAR KEJRIWAL | Directors

The 14th day of August, 2017.

ANNEXURE - III
FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L15421WB1890PLC000612
ii	Registration Date	21.06.1890
iii	Name of the Company	TYROON TEA COMPANY LIMITED
iv	Category/Sub-category of the Company	PUBLIC COMPANY LIMITED BY SHARES
v	Address of the Registered office & contact details	3, NETAJI SUBHAS ROAD, KOLKATA 700001 WEST BENGAL TELEPHONE NUMBER +91 03322486071 EMAIL ID info@tyroon tea.com
vi	Whether listed company	YES
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	R & D INFOTECH PRIVATE LTD. CORPORATE OFFICE :1ST FLOOR, 7A, BELTALA ROAD KOLKATA 700026 PHONE NUMBER : 033-2419-2641/42 EMAIL ID rdinfotech@yahoo.com

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 & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	BLACK TEA	1132	100

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	SRIKRISHNA ARJUN TRADING & INVESTMENT COMPANY PRIVATE LIMITED	U67120WB1973 PTC028756	ASSOCIATE	28.100%	SECTION 2(6) AND OTHER APPLICABLE PROVISIONS, IF ANY OF THE COMPANIES ACT 2013

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

(I) Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2016				No. of Shares held at the end of the year 31.03.2017				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	1160672	0	1160672	34.12%	1160672	0	1160672	34.12%	0.00%
b) Central Govt.or State Govt.	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Bodies Corporate	1125840	0	1125840	33.09%	1126240	0	1126240	33.10%	0.01%
d) Bank/Fl	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Any other	0	0	0	0.00%	0	0	0	0.00%	0.00%
SUB TOTAL:(A)(1)	2286512	0	2286512	67.21%	2286912	0	2286912	67.22%	0.01%
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Other Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Bodies Corp.	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Banks/Fl	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Any other	0	0	0	0.00%	0	0	0	0.00%	0.00%
SUB TOTAL:(A)(2)	0	0	0	0.00%	0	0	0	0.00%	0.00%
Total Shareholding of Promoter(A)=(A)(1)+(A)(2)	2286512	0	2286512	67.21%	2286912	0	2286912	67.22%	0.01%
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	500	500	0.01%	0	500	500	0.01%	0.00%
b) Banks/Fl	0	2400	2400	0.07%	0	2400	2400	0.07%	0.00%
c) Central govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) State Govt.	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Venture Capital Fund	0	0	0	0.00%	0	0	00.0	0.00%	0.00%
f) Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	0.00%
g) FIIS	0	0	0	0.00%	0	0	0	0.00%	0.00%
h) Foreign Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Others(specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
SUB TOTAL(B)(1):	0	2900	2900	0.09%	0	2900	2900	0.09%	0.00%
(2) Non Institutions									
a) Bodies corporate									
i) Indian	42193	7874	50067	1.47%	44484	7874	52358	1.54%	0.00%
ii) Overseas	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakhs	475101	222463	697564	20.50%	475457	218608	694065	20.40%	0.10%
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	312737	52320	365057	10.73%	313545	52320	365865	10.75%	0.02%
c) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
SUB TOTAL(B)(2):	830031	282657	1112688	32.71%	833486	278802	1112288	32.69%	0.08%
Total Public Shareholding (B)=(B)(1)+(B)(2)	830031	285557	1115588	32.79%	833486	281702	1115188	32.78%	0.08%
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00%	0	0	0	0.00%	0.00%
Grand Total (A+B+C)	3116543	285557	3402100	100.00%	3120398	281702	3402100	100.00%	0.07%

SHARE HOLDING OF PROMOTERS

(II) Sl. No.	Shareholders Name	Shareholding at the beginning of the year 01.04.2016			Shareholding at the end of the year 31.03.2017			% 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	ANIRUDHA JALAN	409419	12.03%	0.00%	409419	12.03%	0.00%	0.00%
2	ARUN KUMAR JALAN	654778	19.25%	0.00%	654778	19.25%	0.00%	0.00%
3	CREATIVE SERVICES PRIVATE LIMITED	37753	1.11%	0.00%	37753	1.11%	0.00%	0.00%
4	INDRA JALAN	26880	0.79%	0.00%	26880	0.79%	0.00%	0.00%
5	JAMES ALEXANDER & COMPANY LIMITED	132645	3.90%	0.00%	132645	3.90%	0.00%	0.00%
6	RAJYASHREE JALAN	23795	0.70%	0.00%	23795	0.70%	0.00%	0.00%
7	SHRIKRISHNA ARJUN TRADING AND INVESTMENT COMPANY PRIVATE LIMITED	955442	28.08%	0.00%	955842	28.10%	0.00%	0.02%
8	SRI PRAKASH JALAN	32800	0.96%	0.00%	32800	0.96%	0.00%	0.00%
9	SUDARSHAN Kr. JALAN	12000	0.35%	0.00%	12000	0.35%	0.00%	0.00%
10	VANDANA JALAN	1000	0.03%	0.00%	1000	0.03%	0.00%	0.00%
	Total	2286512	67.20%	0.00%	2286912	67.22%	0.00%	0.02%

CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

(III) Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	2286512	67.20%	—	—
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc) 30//06/2016				
	At the end of the year			2286912	67.22%

Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

(IV) Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 01.04.2016		Datewise Increase/Decrease in Shareholding during the year		Cumulative Shareholding during the year		Shareholding at the end of the year 31.03.2017	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	MAHENDRA GIRDHARILAL	87499	2.57	0	0	87499	2.57	87499	2.32
2	RATHINASAMY NARAYANASAMY RUBESH	76521	2.25	0	0	76521	2.25	76521	2.25
3	R N RUBESH	57960	1.70	0	0	57960	1.70	57960	1.71
4	SANGEETHA S.	40574	1.19	0	0	40574	1.19	40574	1.19
5	UPHAAR FINANCIAL SERVICES PRIVATE LIMITED	28494	0.84	0	0	28494	0.84	28494	0.84
6.	IRMA BEGG	26160	0.77	0	0	26160	0.77	26160	0.77
7	GHITA BEGG	26160	0.77	0	0	26160	0.77	26160	0.77
8	N LALITHA	23508	0.69	0	0	23508	0.69	23508	0.69
9	PRAGNEY JAGDISHBHAI PATEL	21121	0.62	0	0	21121	0.62	21121	0.62
10	R VANITH	18176	0.53	0	0	18176	0.53	18176	0.53

Shareholding of Directors & KMP

V) Sl. No.	For Each of the Directors & KMP	Shareholding at the beginning of of the year 01.04.2016		Datewise Increase/Decrease in Shareholding during the year		Cumulative Shareholding during the year		Shareholding at the end of the year 31.03.2017	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Anirudha Jalan	409019	12.03	0	0.00	0	0.00	409019	12.03
2	Indra Jalan	26880	0.79	0	0.00	0	0.00	26880	0.79
3	Sriprakash Jalan	32800	0.96	0	0.00	0	0.00	32800	0.96

VI INDEBTEDNESS

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 01.04.2016				
i) Principal Amount	9512639	0	0	9512639
ii) Interest due but not paid	19227	0	0	19227
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	9531866	0	0	9531866
Change in Indebtedness during the financial year				
Additions	0	0	0	0
Reduction	383764	0	0	383764
Net Change	383764	0	0	383764
Indebtedness at the end of the financial year 31.03.2017				
i) Principal Amount	9128530	0	0	9128530
ii) Interest due but not paid	19572	0	0	19572
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	9148102	0	0	9148102

VII REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl.No.	Particulars of Remuneration	Name of the MD/WTD/Manager			Total Amount	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961	NIL	NIL	NIL	0	0
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	NIL	NIL	NIL	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	NIL	NIL	NIL	0	0
2	Stock option	NIL	NIL	NIL	0	0
3	Sweat Equity	NIL	NIL	NIL	0	0
4	Commission	NIL	NIL	NIL	0	0
	as % of profit	NIL	NIL	NIL	0	0
	others (specify)	NIL	NIL	NIL	0	0
5	Others, please specify	NIL	NIL	NIL	0	0
	Total (A)	NIL	NIL	NIL	0	0
	Ceiling as per the Act	NIL	NIL	NIL	0	0

B. Remuneration to other directors:

Sl.No.	Particulars of Remuneration	Name of the Directors			Total Amount
1	Independent Directors				
	(a) Fee for attending board committee meetings	MR. S. ISSAR RS 5000	MR. S. KEJRIWAL RS 5000	MR. U. M.BANTHIA RS 5000	
	(b) Commission	NIL	NIL	NIL	0
	(c) Others, please specify	NIL	NIL	NIL	0
	Total (1)				RS 15000
2	Other Non Executive Directors				
	(a) Fee for attending board committee meetings	MRS. INDRA JALAN RS 5000	MR. A. JALAN RS 1000		
	(b) Commission	NIL	NIL	NIL	0
	(c) Others, please specify	NIL	NIL	NIL	0
	Total (2)				RS 6000
	Total (B)=(1+2)				RS 21000
	Total Managerial Remuneration				RS 21000
	Overall Ceiling as per the Act.				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CEO	Company Secretary & CFO	Total
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	1211600	648463	1860063
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	173826	17000	190826
	(c)Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
5	as % of profit	0	0	0
6	others, specify	0	0	0
7	Others, please specify	0	0	0
	Total	1385426	665463	2050889

VIII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

Annexure IV

DETAILS OF DIRECTORS / COMMITTEE OF DIRECTORS MEETING

1. DIRECTORS		
NAME	NO. OF MEETINGS	NO OF MEETINGS ATTENDED
MR. S. ISSAR	5	5
MR. ANIRUDHA JALAN	5	1
MR. SANJAY KUMAR KEJRIWAL	5	5
MRS. INDRA JALAN	5	5
MR. UMMEDMAL BANTHIA	5	5
A) Audit Committee		
NAME	NO. OF MEETINGS	NO OF MEETINGS ATTENDED
MR. S. ISSAR	4	4
MR. ANIRUDHA JALAN	4	0
MR. SANJAY KUMAR KEJRIWAL	4	4
MR. UMMEDMAL BANTHIA	4	4
B) Nomination and Remuneration Committee		
NAME	NO. OF MEETINGS	NO OF MEETINGS ATTENDED
MR. S. ISSAR	2	2
MR. SANJAY KUMAR KEJRIWAL	2	2
MR. UMMEDMAL BANTHIA	2	2
C) Stake Holder Relationship Committee		
NAME	NO. OF MEETINGS	NO OF MEETINGS ATTENDED
MR. S. ISSAR	2	2
MR. SANJAY KUMAR KEJRIWAL	2	2
MR. UMMEDMAL BANTHIA	2	2

ANNEXURE – V
FORM NO. AOC - 2

Disclosure of particular of Contracts / arrangements entered into by the Management with related party referred to in Sub section 1 of Section 188 of Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

(Pursuant to Clause h of subsection 3 of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of Contract or arrangements or transaction not at arm's length basis
During the financial year ended 31st March 2017, there was no contract or arrangement or transaction entered into by the Company not at arm's length basis.
2. Details of Material Contract or arrangements or transaction at arm's lengths basis.

Name of the related party and nature of relationship	Nature of Contracts/ arrangements/ transaction	Duration of the Contract/ arrangements/ transaction	Salient Terms of Contract or arrangements or transaction including the value, if any	Date of Approval by the Board, if any	Amounts paid as advance, if any
Mr. S. P. Jalan Father of Mr. Anirudha Jalan and son of Mrs. Indra Jalan, Directors of Company	Appointed as CEO of the Company	Contract will end on 31-03-2018, subject to renewal	Total Salary for the year 2016-17 Rs.13,85,426/-	Before commencement of The Companies Act, 2013	Nil

ANNEXURE – VI

ANALYSIS OF REMUNERATION

Pursuant to section 197(12) of the Companies Act, 2013, read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014 for the year ended 31-03-17.

- 1) No director has been paid any remuneration except sitting fees. The ratio of the remuneration of the Directors to the median remuneration of the employees of the Company for the financial year is negligible, hence not reported.

- 2) Percentage of increase in remuneration of each director and KMP

Sl. No.	Name	Designation	% increase	
			2016-17	2015-16
1.	Mr. S. P. Jalan	CEO	9.7	69
2.	Mr. K. C. Mishra	Company Secretary & CFO	8	16

- 3) Number of permanent employees on the roll of the Company as on 31st March, 2017 was 1473 nos. and as on 31st March, 2016 was 1473 nos.

- 4) A) Performance of the Company

Description	Rs. in Lacs	
	2016-17	2015-16
Profit before tax	(73.84)	199.18

- B) Remuneration to the employees of the Company as per the remuneration policy of the Company as per comparative market scenario and sustainability in the medium to long-term.

- 5) There is no direct relationship between average increase in remuneration of employees and KMP with year to year financial performance of the Company.

- 6) Variation in market capitalization of the Company, price earning ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotation of the shares of the Company in comparison to rate at which the Company came out with the last public offer

- i) Variation in Market capitalization during financial year 2016-17 of the Company.

Increase in (Rs.in Lacs)	% of Increase
85.05	0.50%

ii) Price earning Ratio		
Description	As on 31-03-2017	As on 31-03-2016
Price Earning Ratio	(2.17)	7.42

- iii) Percentage increase in market quotation in the shares of the Company in comparison to rate at which the company came out with last public issue (in the year 1995 at a premium of Rs.30) i.e. 28%.

- 7) No employee of the Company was in receipt of such remuneration more than the limit as prescribed under Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014.

ANNEXURE-VII

REMUNERATION POLICY:

(1) Introduction:

Section 178 of the Companies Act, 2013 requires every Listed company and certain other class of companies to adopt the policy relating to the remuneration of the Directors, Key Managerial Persons and other Employees. The Nomination and Remuneration Committee set up, pursuant to above Section is to formulate the criteria for determining qualification and positive attributes and independentness of a Director and recommend to the Board the policy for adoption.

The policy shall act as guidelines on matter relating to the remuneration, appointment, removal and evaluation of performance of Directors, Key Managerial Personnel and Senior Management. The company is also required to disclose the remuneration policy in its Annual Report.

(2) Policy Objectives:

The aim and objective of the policy is as follows:-

- (a) To attract, retain and motivate appropriately qualified persons/members of the Board and Executive level.
- (b) To evaluate the performance of the Members of the Board and provide necessary report to the Board for further evaluation.
- (c) To recommend the Board on remuneration payable to the Directors, Key Managerial Persons and Senior Management.
- (d) To develop a succession plan for the Board and to regularly review the plan.
- (e) To determine remuneration based on company's financial position, trends and practices on remuneration prevailing in the Industry.
- (f) To consider any other matter as may be requested by the Board.

(3) Remuneration for Directors in whole-time employment:

None of the Directors is in full time employment of the company for the period under review.

(4) Remuneration of Non-Executive Directors:

Sitting Fee:

The Non-Executive Directors shall be paid for attending Board Meetings as may be approved by the Board based on the recommendation of the Nomination and Remuneration Committee.

(5) Remuneration of Key Managerial Personnel and other Executives:

The company shall pay the remuneration as per the compensation and benefit policy of the company as revised through the Annual Salary Review process from time to time while deciding on the remuneration structure of the Key Managerial Personnel who are not Directors and for other Executives of the company.

(6) Role of Nomination and Remuneration Committee:

The role and responsibility of the Nomination and Remuneration Committee shall be as prescribed in Section 178 of the Companies Act, 2013 and the Listing Regulation.

(7) Selection of Board Members:

- (a) Nomination of suitable person as a Director is a major responsibility of the Nomination and Remuneration Committee. The Committee is to identify the candidate in the event of vacancy being created on the Board on account of retirement, resignation or demise of an existing Board Member. Based on the recommendation, the Board, after due consideration decided to select the right candidate for appointment.
- (b) While appointing Committee will consider candidate not only from the fields in which the company operate but also from other fields to maintain Board diversity. The Committee shall also consider

the qualification, business skill, requisite knowledge that will benefit the company and its business operations.

- (c) While considering candidate for appointment as Independent Director, the Nomination and Remuneration Committee shall consider the criteria for determining independentness of the person as provided in Section 149(6) of the Companies Act, 2013 and the Rules made there under as also in the Listing Regulation.

(8) Approval and Publication:

The remuneration policy has been adopted by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee. The particulars of the policy shall be published in the Board Report in terms of the Companies Act, 2013.

(9) Amendments to the Policy:

The Board of Directors on its own and/or as per the recommendations of the Nomination and Remuneration Committee can amend the policy as deemed fit from time to time.

(10) Other Provision:

Any matter not provided for in this policy shall be dealt with in accordance with the Provisions in the Articles of Association of the company, relevant state laws and other applicable law and regulation.

ANNEXURE – VIII

To,
The Members,
M/s. TYROON TEA CO LIMITED
3, NETAJI SUBHAS ROAD,
KOLKATA- 700001

Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial records 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 process as were appropriate to obtain reasonable assurances 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 process 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 the verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 14th Aug, 2017
Place: Kolkata

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2017**

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

To,
The Members,
M/s. TYROON TEA CO LIMITED
3, NETAJI SUBHAS ROAD,
KOLKATA- 700001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. TYROON TEA CO LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the M/s. TYROON TEA CO LIMITED's books, papers, minute books, forms and returns filed, registers and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

We have examined the books, papers, minute books, forms and returns filed and other registers and records maintained by M/s. TYROON TEA CO LIMITED ("the Company") for the financial year ended on 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 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, Export and Imports;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (not applicable to the Company during the Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period);

(v) The management has identified and confirmed the following laws as specifically applicable to the Company:

1. The Assam Tea Plantation Act, 1951.
2. The Assam Tea Plantation Provident Fund Scheme Act, 1955.
3. The Tea Act, 1953 along with other allied acts pertaining to the Union of Tea Industry and regulated by 'The Tea Board, India'.
4. The Food safety and Standard Act, 2006.
5. The Legal Metrology Act, 2009 and Rules made there under;
6. The Hazardous Wastes (Management and Handling) Rules, 1989 in compliance to the Environment (protection) Act, 1986;

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

- (i) Secretarial Standards Under Section 118(10) of the Companies Act, 2013 with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and The Calcutta Stock Exchange Association Ltd and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that :-

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board as the case may be.

We further report that during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. The Register of Charges are not updated and one satisfaction of Charge is still pending. The management of the Company is discussing the issue with the concerned banker and the matter is under progress.

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

We further report that during the audit period the company has not entered in to or taken any major decisions which have influential financial impact on the entire affairs of the Company.

Place: Kolkata
Date: 30th May, 2017

For D. C. Sahoo & Co.
Company Secretaries
D. C. Sahoo
Proprietor
M. No.: ACS No: 14008
C P No.: 5508

(Note: This report is to be read with the letter of even date issued by the Secretarial Auditor(s) and forms an integral part of this report.)

INDEPENDENT AUDITORS' REPORT
To the Members of
TYROON TEA COMPANY LIMITED

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 March 31, 2017, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other notes for the year on that date.

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 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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.

Auditors' Responsibility

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

We have taken into account the provisions of the Act, the Accounting and Auditing Standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' 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 the 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;

- b) in the case of the Statement of Profit and Loss, of the profit of the company for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- 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;
- 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 Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards specified under section 133 of the Act, read the Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of the written representations received from the directors as on March 31, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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".
- g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. Pending litigations having material impact on the financial position of the Company have been disclosed in the financial statement as required in terms of the accounting standards and provisions of the Companies Act, 2013- Refer Note 27.1 and 27.1.1 of the Financial Statements;
 - ii. The Company does not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes (Bank Notes of denominations of five hundred and one thousand rupees existing on November 08, 2016) (SBN's) during the period from November 08, 2016 to December 30, 2016. Based on audit procedures and relying on the Management Representatin we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the management. Refer Note No. 17.1 of the financial statement.

For Lodha & Co.
Chartered Accountants
Firm ICAI Registration No. 301051E
(H. K. Verma)
Partner
Membership No. 055104

Place : Kolkata
Date : 30th May, 2017

“Annexure A” to the Auditor's Report of even date:

- i) a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. The Fixed assets 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. 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) 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 the information and explanations given to us, the frequency of the verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- iii) The Company has not granted any loans secured or unsecured to companies, firms, Limited Liability Partnerships or parties covered in the register maintained under Section 189 of the Act. Accordingly, clause 3 (iii) of the Order is not applicable to the Company.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- v) The Company has not accepted any deposits from public covered under Sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder.
- vi) According to the information and explanations given to us, the maintenance of cost records under Section 148(1) of the Act has not been prescribed and as such, paragraph 3(vi) of the Order is not applicable to the Company.
- vii) a. According to the information and explanations given to us, during the year, the Company has generally been regular in depositing to the appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of Customs, duty of excise, value added tax, cess and other statutory dues as applicable to it. However, according to the information and explanations given to us, there is no undisputed amounts payable in respect of these which were in arrears as on 31st March 2017 for a period of more than six months from the date they became payable
- b. According to the information and explanations given to us, the details of sales tax, income tax, customs duty, wealth tax, excise duty, service tax, and cess not deposited on account of any dispute are as follows:

Name of the Statute	Nature of the Dues	Relating to the Year	Amount in Rupees	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	2012-2013	17,79,910	Commissioner of Income Tax (Appeals)-2

- viii) In our opinion and on the basis of information and explanations given to us by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions and banks. There are no debenture holders.
- ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). As per the information and explanation given to us, the Company has not availed fresh term loan during the year.
- x) During the course of our examination of books of account carried out in accordance with generally accepted auditing practices in India, we have neither come across any incidence of fraud on the Company by its officers or employees nor have we been informed of any such cases by the management.

- xi) In our opinion and according to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of the Section 197 read with Schedule V to the Act.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 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 records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details 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 and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 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.

Place : Kolkata
Date : 30th May, 2017

For Lodha & Co.
Chartered Accountants
Firm ICAI Registration No. 301051E
(H. K. Verma)
Partner
Membership No. 055104

“Annexure B” referred to in our report of even date

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 TYROON TEA COMPANY LIMITED (“the Company”) as at March 31, 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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 March 31, 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 Lodha & Co.
Chartered Accountants
Firm ICAI Registration No. 301051E
(H. K. Verma)
Partner
Membership No. 055104

Place : Kolkata
Date : 30th May, 2017

STATEMENT OF ACCOUNTS

Tyroon Tea Company Limited

Balance Sheet as at 31st March, 2017

Particulars	Note No.	As at 31.03.2017 ₹	As at 31.03.2016 ₹
EQUITY AND LIABILITIES			
Shareholder's Funds			
a. Share Capital	2	3,51,20,208	3,51,20,208
b. Reserves and Surplus	3	17,28,69,453	18,02,54,116
Non-Current Liabilities			
a. Long term Provisions	4	4,32,59,584	3,75,67,704
Current Liabilities			
a. Short Term Borrowings	5	91,48,102	95,31,866
b. Trade Payables	6	3,31,34,373	3,73,51,002
c. Other Current Liabilities	7	39,15,640	41,48,124
d. Short Term Provisions	8	95,26,015	85,35,506
Total		<u>30,69,73,375</u>	<u>31,25,08,526</u>
ASSETS			
Non-Current Assets			
a. Fixed Assets			
i. Tangible Assets	9	8,49,55,640	8,51,07,194
ii. Capital Work-in Progress		24,68,753	5,25,624
b. Non-Current Investments	10	3,40,43,043	3,40,43,043
c. Deferred tax assets (Net)	11	95,46,000	86,63,945
d. Long Term Loans and Advances	12	3,38,51,936	98,07,993
e. Other Non-Current Assets	13	96,96,000	96,96,000
Current Assets			
a. Current Investments	14	7,98,80,936	10,07,71,426
b. Inventories	15	1,68,56,833	1,89,76,595
c. Trade receivables	16	50,70,460	25,93,411
d. Cash and Cash Equivalents	17	42,33,387	69,52,123
e. Short Term Loans and Advances	18	2,37,40,431	3,35,09,862
f. Other Current Assets	19	26,29,956	18,61,310
Total		<u>30,69,73,375</u>	<u>31,25,08,526</u>
Significant Accounting Policies	1		

See accompanying notes to the financial statements 2 – 34

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

Kolkata The 30th day of May, 2017	FOR LODHA & CO. Chartered Accountants H. K. VERMA Partner	K. C. MISHRA Company Secretary & CFO	For and on behalf of the Board ANIRUDHA JALAN SANJAY KUMAR KEJRIWAL		Directors
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Tyroon Tea Company Limited

Statement of Profit and Loss for the year ended 31st March, 2017

Particulars	Note No.	For the year ended	For the year ended
		31.03.2017 ₹	31.03.2016 ₹
Revenue from Operations	20	24,38,97,799	25,82,01,340
Other Income	21	65,79,329	76,90,893
Total Revenue		25,04,77,128	26,58,92,233
Expenses			
Cost of Materials Consumed	15B(ii)	2,03,08,958	1,65,50,294
Cultivation Expenses		2,85,10,405	3,51,50,435
Changes in inventories of finished goods, work in progress and Stock-in-Trade	22	24,18,431	(54,78,938)
Employee Benefit Expenses	23	11,44,99,611	10,60,54,936
Finance Costs	24	1,67,571	4,15,457
Depreciation and amortization expenses	9	57,32,241	47,09,207
Other Expenses	25	8,62,24,073	8,85,72,925
Total Expenses		25,78,61,290	24,59,74,316
Profit /(Loss) before Tax		(73,84,162)	1,99,17,917
Tax Expense			
Current Tax	26	8,82,556	11,31,290
Deferred Tax – Charge /(Credit)	11	(8,82,055)	(64,57,173)
Profit / (Loss) for the year		(73,84,663)	2,52,43,800
Earnings per Equity Share :	32		
Basic and Diluted		(2.17)	7.42
Significant Accounting Policies	1		

See accompanying notes to the financial statements 2 - 34

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

Kolkata
The 30th day of May, 2017

FOR LODHA & CO.
Chartered Accountants
H. K. VERMA
Partner

K. C. MISHRA
Company Secretary
& CFO

For and on behalf of the Board
ANIRUDHA JALAN
SANJAY KUMAR KEJRIWAL

Directors

Tyroon Tea Company Limited

Cash Flow Statement for the year ended 31st March, 2017

	2016-2017	2015-2016
	₹	₹
A. Cash Flow from Operating Activities :		
Net Profit / (Loss) before Tax	(73,84,162)	1,99,17,917
Adjustments for :		
Depreciation	57,32,241	47,09,207
Interest Paid	1,67,571	4,15,457
(Profit) / Loss on Sale of Fixed Assets (Net)	—	(87,292)
Interest / Dividend received	(23,74,321)	(35,16,163)
(Profit) / Loss on Sale of Investments (Net)	(16,09,729)	(32,65,741)
Sundry Debit Balance written off	95,511	71,759
Sundry Credit Balance Written Back	(1,43,007)	(71,003)
Provision / Liability no longer required written back	(15,31,145)	(3,12,002)
Operating Profit before working capital changes	(70,47,041)	1,78,62,139
Adjustments for :		
(Increase) / Decrease in Trade and Other receivables	71,96,871	2,10,215
(Increase) / Decrease in Inventories	21,19,762	(55,27,135)
Increase / (Decrease) in Payables	39,28,569	1,25,18,304
Cash generated from operations	61,98,161	2,50,63,523
Direct Taxes paid	(27,66,999)	(8,61,000)
Net Cash (used in) / from operating activities	34,31,162	2,42,02,523
B. Cash Flow from Investing Activities :		
Purchase of fixed assets	(4,37,58,565)	(1,50,77,888)
Sale of fixed assets	1,62,34,749	1,55,239
Investments - Purchase of Investments	(3,35,40,000)	(15,83,24,026)
Proceeds from Sale of Investments	5,60,40,219	13,00,88,240
Loans and Inter-corporate Deposits (Net)	(21,59,500)	96,54,604
Interest received	15,97,910	35,79,087
Dividend received	7,765	—
Net cash (used in) / from Investing activities	(55,77,422)	(2,99,24,744)
C. Cash Flow from Financing Activities :		
Proceeds from Long Term Borrowing (net)	—	(16,44,116)
Proceeds from Short Term Borrowing (net)	(3,83,764)	95,31,866
Interest Paid	(1,88,712)	(4,44,798)
Net cash (used in) / from financing activities	(5,72,476)	74,42,952
Net (Decrease) / Increase in cash and cash equivalents	(27,18,736)	17,20,731
Cash and Cash Equivalents (Opening Balance)	69,52,123	52,31,391
Cash and Cash Equivalents (Closing Balance) (Ref. Note-17)	42,33,387	69,52,122

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

Significant Accounting Policies

1

See accompanying notes to the financial statements 2 - 34

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

Kolkata
The 30th day of May, 2017

FOR LODHA & CO.
Chartered Accountants
H. K. VERMA
Partner

K. C. MISHRA
Company Secretary
& CFO

For and on behalf of the Board
ANIRUDHA JALAN
SANJAY KUMAR KEJRIWAL

| Directors

Tyroon Tea Company Limited

Significant Accounting Policies

1. SIGNIFICANT ACCOUNTING POLICIES

A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared under the historical cost convention in accordance with the provisions of the Companies Act, 2013 and accounting standards as prescribed under section 133 of the Companies Act, 2013, and other recognized accounting practices. 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. Difference between the actual results and the estimates are recognized in the year in which the results become known/materialize.

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

TANGIBLE ASSETS

Fixed Assets are stated at cost of acquisition less accumulated depreciation. Subsidi related to fixed assets is adjusted against the cost of the same. Bearer Plants being tea bushes are capitalized as a part of Property, Plant and Equipment. The cost of Bearer Plant includes uprooting cost, replantation cost and upkeep expenses of your bearer plants.

E. DEPRECIATION

Depreciation on Fixed Assets is provided in the manner and at the applicable rates as specified in Schedule II of the Companies Act, 2013 under Straight Line Method.

Depreciation on Bearer Plants is provided on "Straight Line Basis" at the rates determined considering useful lives of tea bushes of 60 years.

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

Tyroon Tea Company Limited

Significant Accounting Policies

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 Profit and Loss account.

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. Short term employee benefits are recognized as an expense in the statement of profit and loss for the year in which the related service is rendered.

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 and leave encashment are determined at close of the year at present value of the amount payable using actuarial valuation techniques in accordance with the method stated in AS-15 revised and such liability has been adjusted/provided in these financial statements.

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 profit and loss account.

K. SUBSIDY

Tea Replantation subsidy and other subsidies is accounted for on acceptance/receipt by/from the concerned authorities. Replantation subsidy / Capital subsidy received are adjusted from the respective cost of Bearer Plants / Fixed Assets.

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 cost 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, 2017

	As at 31st March 2017 ₹	As at 31st March 2016 ₹
2. SHARE CAPITAL		
AUTHORISED		
40,00,000 Equity Shares of ₹10/- each (Previous year 40,00,000 Equity Shares of ₹ 10/- each)	<u>4,00,00,000</u>	<u>4,00,00,000</u>
ISSUED, SUBSCRIBED AND PAID UP		
34,02,100 Equity Shares of ₹ 10/- each fully paid up	3,40,21,000	3,40,21,000
Add : Forfeited Shares Amount Paid-up on 2,32,400 Equity Shares	<u>10,99,208</u>	<u>10,99,208</u>
	<u>3,51,20,208</u>	<u>3,51,20,208</u>

2.1 The Company has only one class of equity shares having a par value of ₹ 10/- each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the shareholders are eligible to receive the remaining assets of the company, after distribution of all the preferential amounts, in proportion of their shareholding.

2.2 There is no movement in the number of shares outstanding at the beginning and at the end of the reporting period.

2.3 Details of shareholders holding more than 5% shares along with the number of shares held :

	No. of Shares held as on 31st March 2017	No. of Shares held as on 31st March 2016
Name of shareholders		
Srikrishna Ajrun Trading & Investment Co. (P) Ltd.	9,55,842	9,55,442
Arun Kumar Jalan	6,54,778	6,54,778
Anirudha Jalan	4,09,419	4,09,419

3. RESERVE AND SURPLUS

	As at 31st March 2017	As at 31st March 2016
Securities Premium Account	3,86,57,000	3,86,57,000
General Reserve :		
As per last Balance Sheet	14,15,97,116	11,63,53,316
Add : Transferred from/(to) Surplus (Deficit)	(73,84,663)	13,42,12,453
Surplus / (Deficit) :		
As per last Balance Sheet	—	—
Add : Profit/(loss) for the year transferred from Statement of Profit & Loss	(73,84,663)	2,52,43,800
Less : Transferred from/(to) General Reserve	73,84,663	(2,52,43,800)
Net Surplus (Deficit)	<u>17,28,69,453</u>	<u>18,02,54,116</u>

Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2017

	As at 31st March 2017 ₹	As at 31st March 2016 ₹
4. LONG TERM PROVISIONS		
<i>Provision for Employee Benefits :</i>		
Provision for Gratuity & Leave Encashment	4,25,81,529	3,68,89,649
Provision for Dividend Tax (F.Y. 2012-13, 2013-14)	6,78,055	6,78,055
	4,32,59,584	3,75,67,704
5. SHORT TERM BORROWINGS		
5.1 Working Capital facilities from Bank repayable on demand	91,48,102	95,31,866
	91,48,102	95,31,866
5.1 The above loans are secured by hypothecation of crops, entire stocks, book debts and other current assets and Plant and machineries, 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 Mr. Sriprakash Jalan, CEO of the Company.		
6. TRADE PAYABLE		
Payable for Goods & Services	3,31,34,373	3,73,51,002
	3,31,34,373	3,73,51,002
6.1 To the extent identified, the Company has no information from the suppliers under the Micro, Small and Medium Enterprise Development Act, 2006 and accordingly the disclosure as required in Section 22 of the said Act is not applicable.		
7. OTHER CURRENT LIABILITIES		
Interest Accrued but not due	—	21,141
Advance against Tea Sale	12,554	—
Dividend Payable	10,70,202	11,09,987
Statutory Dues - PF, cess, Service Tax, TDS, Sales Tax etc	28,32,884	30,16,996
	39,15,640	41,48,124
8. SHORT TERM PROVISIONS		
<i>Provision for Employee Benefits :</i>		
Provision for Gratuity & Leave Encashment	95,26,015	85,35,506
	95,26,015	85,35,506

Tyron Tea Company Limited

9 – TANGIBLE FIXED ASSETS
Notes to the Financial Statements for the year ended 31st March, 2017

Particulars	GROSS BLOCK			DEPRECIATION			(Figures in Rupees)		
	Cost as on 01.04.2016	Additions during the year	Deletions during the year	Cost as on 31.03.2017	Accumulated Depreciation upto 31.03.2016	For the year	On Sales/adjustment	As on 31.03.2017	As on 31.03.2016
LAND (LEASEHOLD) BEARER PLANTS	1,62,34,749	—	1,62,34,749	—	—	—	—	—	1,62,34,749
BUILDINGS & GODOWNS	—	1,62,34,749	—	1,62,34,749	—	3,75,207	—	1,58,59,542	—
PLANT & EQUIPMENTS	3,98,66,910	25,71,793	—	4,24,38,703	71,78,230	7,70,443	—	3,44,90,030	3,26,88,680
IRRIGATION EQUIPMENTS	4,71,61,963	1,57,628	—	4,73,19,591	2,54,11,253	22,34,099	—	1,96,74,239	2,17,50,710
WATER SUPPLY	1,28,52,518	—	—	1,28,52,518	53,01,819	7,79,033	—	67,71,666	75,50,699
FURNITURE & FITTINGS	2,33,230	—	—	2,33,230	2,22,980	—	—	10,250	10,250
VEHICLES	21,01,499	3,87,706	—	24,89,205	7,57,101	1,58,326	—	15,73,778	13,44,398
OFFICE EQUIPMENT	1,20,13,833	20,53,456	—	1,40,67,289	78,57,280	10,24,622	—	51,85,387	41,56,553
TOTAL	41,36,351	4,10,104	—	45,46,455	27,65,196	3,90,511	—	13,90,748	13,71,155
PREVIOUS YEAR	13,46,01,053	2,18,15,436	1,62,34,749	14,01,81,740	4,94,93,859	57,32,241	—	8,49,55,640	8,51,07,194
	12,14,67,547	1,48,17,715	16,84,209	13,46,01,053	4,64,00,914	47,09,207	16,16,262	4,94,93,859	8,51,07,194

9.1 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 ₹ 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.

9.2 Refer Note 33.

Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2017

10. NON-CURRENT INVESTMENTS

	As at 31.03.2017			As at 31.03.2016	
	FACE VALUE / NAV	NO. OF SHARES / UNITS	BOOK VALUE	NO. OF SHARES / UNITS	BOOK VALUE
	₹		₹		₹
A. Non-Trade					
(Valued at cost unless stated otherwise)					
Quoted Equity Instruments :					
Other Bodies Corporate					
Rajahbhat Tea Co. Ltd. (Note 10.1)	10	100	533	100	533
Coffee Day Enterprises Ltd.	10	60975	1,99,99,800	60975	1,99,99,800
Unquoted Equity Instruments :					
Other Bodies Corporate					
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					
Other Bodies Corporate					
JSW Steel Ltd.	10	2,000	20,000	2,000	20,000
(0.01% Cumulative Redeemable Preference Shares)					
Un-Quoted Redeemable Preference Shares					
Other Bodies Corporate					
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
Creative Services Private Ltd.	100	65,000	65,00,000	65,000	65,00,000
(9% Non-Cumulative Redeemable Preference Shares)					
			3,40,43,043		3,40,43,043
			As at 31.03.2017		As at 31.03.2016
Aggregate Book value of the Quoted Investments			2,00,20,333		2,00,20,333
Aggregate Market value of the Quoted Investments			1,64,65,347		1,36,59,600
Aggregate Book value of the Unquoted Investments			1,40,22,710		1,40,22,710

- 10.1 Market quotation in respect of non traded shares are not available since long, therefore the market value of these investments has not been stated
- 10.2 The Company's investments of ₹ 14,000,000 in certain Non-Cumulative Redeemable Preference Shares in group/associated companies are strategic in nature. Considering the long term involvement and the intrinsic values of these companies, these investments have been carried at cost and based on the valuation by Independent experts, no provision is considered necessary in this respect.
- 10.3 Particulars of Investments as required in terms of Section 186(4) of the Companies Act, 2013 have been disclosed under Note No. 10.

Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2017

11. DEFERRED TAX ASSETS (NET)

The components of Deferred Tax Assets and Liabilities are as follows	Opening balance as on 01.04.2016	Charge/ (Credit) for the year	Closing balance as on 31.03.2017
Deferred Tax Liabilities :			
Depreciation Difference	53,72,428	11,82,803	65,55,231
Deferred Tax Assets :			
Expenditure allowable on payment basis	1,40,36,373	(20,64,858)	1,61,01,231
Net Deferred Tax (Assets)/Liabilities	(86,63,945)	(8,82,055)	(95,46,000)

Note No.	As at 31.03.2017 ₹	As at 31.03.2016 ₹
12. LONG TERM LOANS AND ADVANCES (Unsecured and considered good by the Management)		
Loan Given		
To Others	51,00,000	63,00,000
To Capital Advance	2,00,00,000	—
Sundry Deposits	52,98,545	19,39,045
MAT Credit Entitlement	3,47,444	—
Balances with Govt. Authority	31,05,947	15,68,948
	3,38,51,936	98,07,993

12.1 ₹ 51,00,000 (Previous year ₹ 63,00,000/-) included under loans to others as above and ₹ 19,00,000 shown under loans and advances (Note 18) are being repaid in terms of the Order received from The Hon'ble High Court at Calcutta. Further, in terms of the said order interest of ₹ 96,96,000 accrued in earlier years on the above loan and shown under other non current assets (Note No. 13) is recoverable as per the settlement to be arrived at with the borrower. In view of the above, the amount outstanding in respect of Loans and interest thereon have been considered good and recoverable by the Management.

12.2 Represents loan granted for their business purposes.

Note No.	As at 31.03.2017 ₹	As at 31.03.2016 ₹
13. OTHER NON-CURRENT ASSETS		
Others		
Interest receivable on Loans	96,96,000	96,96,000
	96,96,000	96,96,000

Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2017

14. CURRENT INVESTMENTS (Non-Trade)

	As at 31.03.2017			As at 31.03.2016	
	FACE VALUE / NAV	NO. OF SHARES / UNITS	BOOK VALUE	NO. OF SHARES / UNITS	BOOK VALUE
	₹		₹		₹
Investment in Mutual Funds (Quoted)					
Franklin India Ultra Short Bond Fund Super Institutional Plan Growth	17.83	1,761.23	31400	17,61.23	31,400
Reliance Capital Builder Fund-Series A Dividend-DP	10.0000	9,38,100.00	9381000	9,38,100.00	93,81,000
HDFC Liquid Fund Growth	2905.26	—	—	1,614.23	46,89,794
ICICI Prudential Flexible Income Regular Plan Growth	277.72	—	—	17,160.28	47,65,814
Kotak Treasury Advantage Fund Regular Plan Growth	23.65	5,27,670.26	12483502	11,47,786.85	2,71,50,626
UTI Liquid Cash Plan Institutional Growth Option	2406.29	—	—	1,155.82	27,81,242
Kotak FMP Series 187 1146 Days Regular Plan Growth	10.00	20,00,000.00	20000000	20,00,000.00	20000000
Kotak Floater Short Term Regular Plan Growth	2456.67	1,402.32	34,45,034	12,607.11	3,09,71,550
Zodius Technology Opportunities Fund	10.00	8,50,000.00	85,00,000	1,00,000.00	10,00,000
Birla Sun Life Medium Term Plan Growth	19.11	13,62,473.38	2,60,40,000	—	—
			7,98,80,936		10,07,71,426
Aggregate NAV of Investments in Mutual Fund			10,24,26,745		10,24,26,745
Aggregate Book Value of the Investments			7,98,80,936		10,07,71,426

14.1 Particulars of Investments as required in terms of Section 186(4) of the Companies Act, 2013 have been disclosed under Note No. 14.

	As at 31.03.2017		As at 31.03.2016	
		₹		₹
15. INVENTORIES				
(As taken, valued and certified by the Management)				
Stores and Spare Parts	1,10,78,197		1,09,10,681	
Less : Provision of Obsolete Stock	(2,39,837)	1,08,38,360	(1,45,413)	1,07,65,268
Stock of Foodstuff		6,27,158		4,01,581
Stock of Tea		53,91,315		78,09,746
		1,68,56,833		1,89,76,595

Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2017

	As at 31.03.2017 ₹		As at 31.03.2016 ₹	
A. Information of tea sale and stock	Quantity (Kgs)	Value (₹)	Quantity (Kgs)	Value (₹)
Gross Sale	13,70,484	24,46,00,670	13,15,972	25,66,96,730
Tea Cess		7,02,871		6,85,540
Net Sale		24,38,97,799		25,60,11,190
Opening Stock	51,226	78,09,746	16,437	23,30,808
Closing Stock	35,094	53,91,315	51,226	78,09,746
B. Details of Raw Material consumed (100% indigeneous)				
I. Green Tea Leaves plucked from own tea estate (Value of green leaf produced in Company's own estate is not ascertainable since production involves an integrated process of growing and cultivation)	52,81,871		53,77,456	
II. Green Tea Leaves purchased and consumed	10,35,242	2,03,08,958	8,94,223	1,65,50,294
16. TRADE RECEIVABLES (Unsecured – considered good by the Management) Outstanding for a period for more than six months from the date they are due for payment				
– Considered Good		33,476		81,160
Other Debts				
– Considered Good		50,36,984		25,12,251
		50,70,460		25,93,411
17. CASH AND CASH EQUIVALENTS (As certified by the Management)				
Cash and Cash Equivalents :				
Balances with Scheduled Banks :				
– Current Accounts		19,07,660		27,98,787
– Dividend Accounts		10,70,202		11,09,987
Cash-in-Hand		6,55,525		30,43,349
Other Bank Balances :				
Fixed Deposit with Bank (with Original Maturity of more than 3 months but less than 12 months)		6,00,000		—
		42,33,387		69,52,123

Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2017

17.1 Disclosure on Specified Bank Notes :

During the year the Company had Specified Bank Notes (SBNs) and other denomination notes as defined in the MCA notification, G.S.R. 308(E), dated March 31, 2017. The details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016 the SBNs and other notes as per the notification are as follows :

Particulars	SBNs	Other denomination notes	Total in Rs.
Closing Cash in Hand as on 08.11.2016	1,70,500	4,68,113	6,38,613
Add : Permitted receipts	—	1,92,54,518	1,92,54,518
Less : Permitted payments	—	1,31,72,272	1,31,72,272
Less : Amoun deposited in Banks	1,70,500	—	1,70,500
Closing Cash in Hand as on 30.12.2016	—	65,50,359	65,50,359

For the purpose of this clause, the term “Specified Bank Notes” shall have the same meaning provided in the notification of the Govt. of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E) dated November 8, 2016.

	Note No.	As at 31.03.2017 ₹	As at 31.03.2016 ₹
18. SHORT TERM LOANS AND ADVANCES			
(Unsecured & considered good by the Management)			
Loan Given			
To Others	12.1	19,00,000	12,00,000
To Related Parties	28	1,75,00,000	2,50,00,000
Advances recoverable in Cash or Kind		43,18,644	72,83,699
Balance with Government authorities		7,787	7,787
Sundry Deposits		14,000	18,376
		<u>2,37,40,431</u>	<u>3,35,09,862</u>
19. OTHER CURRENT ASSETS			
Interest receivable on Loans & Advances		26,29,956	18,61,310
		<u>26,29,956</u>	<u>18,61,310</u>

Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2017

	For the year ended 31.03.2017 ₹	For the year ended 31.03.2016 ₹
20. REVENUE FROM OPERATIONS		
Sale of Tea	24,46,00,670	25,66,96,730
Other Operating Revenue	—	21,90,150
Less : Tea Cess	(7,02,871)	(6,85,540)
Net Revenue from Operations	<u>24,38,97,799</u>	<u>25,82,01,340</u>
21. OTHER INCOME		
Profit on Sale of Fixed Assets (Net)	—	87,292
Profit on Sale of Current Investment (Net)	16,09,729	57,676
Profit on Sale of Non Current Investment (Net)	—	32,08,065
Interest on Loans & Deposits	23,66,556	35,16,163
Provision / Liabilities no longer required written back	15,31,145	3,12,002
Sundry Credit Balance written back	1,43,007	71,003
Insurance Claim	65,064	21,282
Dividend from Current Investments	7,765	—
Miscellaneous Receipts	8,56,063	4,17,410
	<u>65,79,329</u>	<u>76,90,893</u>
22. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE		
Opening Stock of Tea	78,09,746	23,30,808
Closing Stock of Tea	53,91,315	78,09,746
	<u>24,18,431</u>	<u>(54,78,938)</u>
23. EMPLOYEE BENEFIT EXPENSE		
Salaries and Wages	6,28,14,964	6,31,06,854
Contribution to Provident and Other Funds	85,30,030	77,37,371
Staff Welfare Expense	4,31,54,617	3,52,10,711
	<u>11,44,99,611</u>	<u>10,60,54,936</u>

Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2017

	Note No.	For the year ended 31.03.2017 ₹	For the year ended 31.03.2016 ₹
24. FINANCE COST			
Interest Expense		1,67,571	4,15,457
		<u>1,67,571</u>	<u>4,15,457</u>
25. OTHER EXPENSES			
Consumption of Stores and Spare Parts		1,29,03,421	1,11,43,809
Power and Fuel		2,32,06,099	2,60,07,852
Rent		5,69,976	5,17,329
Repairs and maintenance			
Buildings		77,25,040	59,90,558
Plant and Machinery		46,67,238	49,34,921
Others		27,17,795	50,64,016
Insurance		22,34,565	8,52,908
Rates and Taxes		13,29,948	16,38,491
Travelling and conveyance		20,10,293	35,48,896
Transport Expenses		35,20,885	33,53,889
Legal and Professional charges	25.1	13,68,945	13,19,278
Directors' Fees		21,000	29,000
Brokerage & Selling Commission		31,99,687	36,30,633
Despatching & Selling Expenses		75,18,675	77,54,823
Subscription		9,06,605	7,85,586
Cess on Green Leaves		21,12,749	21,50,982
Sundry Debit Balance written off		95,511	71,759
Miscellaneous Expenses		1,01,15,641	97,78,195
		<u>8,62,24,073</u>	<u>8,85,72,925</u>

Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2017

	For the year ended 31.03.2017 ₹	For the year ended 31.03.2016 ₹
25.1 Includes Payment to Auditors :		
For Statutory Audit	1,00,000	1,00,000
For Tax Audit	15,000	15,000
Management services and certification works	1,35,000	45,000
Service Tax on above	37,450	23,025
	2,87,450	1,83,025
25.2 Expenditure in Foreign currency		
Travelling Expenses	—	7,86,014
26. PROVISION FOR TAXES		
Current Tax	12,30,000	11,31,290
MAT Credit (A.Y. 2016-17)	3,47,444	—
	8,82,556	11,31,290
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 and provision for tax has been made accordingly.		
b. Current tax includes ₹ NIL (Previous year ₹ NIL) of agricultural income tax payable under the Assam Agricultural Income Tax, 1939.		
27. Contingent Liabilities and commitments (to the extent not provided for)		
27.1 Contingent Liability		
Income Tax Matter under Appeal	17,79,910	24,39,380
27.1.1. The Company's pending litigation comprises of claim against the company and proceeding pending tax / statutory / government authorities. The Company has reviewed all the pending litigations and proceedings and has made adequate provisions, and disclosed the contingent liabilities, where applicable, in its financial statements. The Company does not expects the outcome of these proceedings to have a material impact on its financial position. Future cash outflows in respect of above are dependent upon th outcome of judgements/decision.		
27.2. Capital Commitments		
Estimated amount of contract remaining to be executed on capital account (net of advance of Rs. 2,01,50,000/-) Rs. 2,18,41,925/- (Previous year Rs. 1,79,550/-).		

28. Related Party disclosures as identified by the management in accordance with the Accounting Standard 18

List of related parties

- | | |
|---|---|
| a. Associates | Srikrishna Arjun Trading & Investment Co. (P) Ltd. |
| b. Directors / Relatives having significant influence, directly or indirectly | Mr. S. P. Jalan (Relative of Director)
Mr. Anirudha Jalan (Director)
Mrs. Indra Jalan (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, 2017

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

	Director/ Relatives ₹	Enterprises where Directors and relatives have significant influence ₹
I. Nature of Transaction		
Director's Fees	6,000 (12,000)	— (—)
Remuneration paid to Relatives	13,85,426 (12,62,567)	— (—)
Rent paid Srikrishna Arjun Trading & Investments Co. (P) Ltd.		1,80,000 (2,06,100)
Maintenance Charges & Other Charges Srikrishna Arjun Trading & Investments Co. (P) Ltd.		1,71,664 (1,44,564)
Loans given / (repaid)		
Srikrishna Arjun Trading & Investments Co. (P) Ltd.		75,00,000 (—)
Interest received : Hasimara Industries Ltd.	— (—)	21,00,000 (21,00,000)
Srikrishna Arjun Trading & Investments Co. (P) Ltd.		1,52,877 (9,00,000)
II. Balance Outstanding :		
i. Loans given Hasimara Industries Ltd.	— (—)	1,75,00,000 (1,75,00,000)
Srikrishna Arjun Trading & Investments Co. (P) Ltd.		— (75,00,000)
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.	— (—)	18,90,000 (4,69,918)
Creative Services (P) Ltd.	— (—)	5,00,000 (5,00,000)
Srikrishna Arjun Trading & Investments Co. (P) Ltd.		1,37,589 (8,10,000)

"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 31.3.2017 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.
29. In the opinion of the Board, the assets other than fixed assets and non-current investments have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2017

30. The disclosure required under Accounting Standard 15 "Employee Benefits" are given below :

a. Defined Contribution Scheme :

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

	2016-17	2015-16
Employer's Contribution to Provident Fund	72,76,778	66,40,939
Employer's Contribution to Pension Fund	2,71,869	2,83,599

b. Defined Benefit Scheme : Gratuity

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 of employee benefit entitlement and measures each unit separately to built up the final obligation.

(₹ in Thousands)

	Gratuity (Unfunded)	
	31.03.2017	31.03.2016
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	44,768	36,261
Interest Cost	3,595	3,250
Current Service Cost	2,987	2,577
Actuarial (gain) / loss on obligations	2,418	5,724
Benefits paid	(2,662)	(3,044)
Liability at the end of the year	51,106	44,768

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	2,663	3,044
Benefits Paid	(2,663)	(3,044)
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	51,106	44,768
Fair value of Plan Assets at the end of the year	—	—
Amount Recognised in the Balance Sheet	51,106	44,768

Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2017

	31.03.2017	31.03.2016			
iv. Expenses Recognised in the Income Statement					
Current Service Cost	2,987	2,577			
Interest Cost	3,595	3,250			
Expected Return on Plan Assets	—	—			
Net Actuarial (gain)/loss to be Recognised	2,418	5,724			
Expenses Recognised in Profit & Loss Account	9,000	11,551			
v. Balance Sheet Reconciliation					
Opening Net Liability	44,768	36,261			
Expenses as above	9,000	11,551			
Employer's Contribution	(2,662)	(3,044)			
Amount Recognised in Balance Sheet	51,106	44,768			
vi. Principal Actuarial assumptions at the Balance Sheet					
Discount Rate	7.50%	8.00%			
Rate of Return on Plan Assets	0.00%	0.00%			
	31.03.2017	31.03.2016	31.03.2015	31.03.2014	31.03.2013
vii. Experience gain /(loss) adjustments on plan liabilities	2,112	3,609	740	(174)	2,139
viii. Present value of Defined Benefit Obligation	51,106	44,768	36,261	29,557	28,721

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.

c) Defined Benefit Scheme : Leave Salary

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 of employee benefit entitlement and measures each unit separately to built up the final obligation.

(Rs. in thousand)

	Leave Salary (Unfunded)	
	31.03.2017	31.03.2016
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	656	702
Interest Cost	62	—
Current Service Cost	259	—
Actuarial (gain) / loss on obligations	168	—
Benefits paid	(144)	(46)
Liability at the end of the year	1,001	656

	31.03.2017	31.03.2016			
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	144	46			
Benefits Paid	(144)	(46)			
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	1,001	656			
Fair value of Plan Assets at the end of the year	—	—			
Amount Recognised in the Balance Sheet	1,001	656			
iv. Expenses Recognised in the Income Statement					
Current Service Cost	259	—			
Interest Cost	62	—			
Expected Return on Plan Assets	—	—			
Net Actuarial (gain)/loss to be Recognised	168	—			
Expenses Recognised in Profit & Loss Account	489	—			
v. Balance Sheet Reconciliation					
Opening Net Liability	656	702			
Expenses as above	489	—			
Employer's Contribution	(144)	(46)			
Amount Recognised in Balance Sheet	1,001	656			
vi. Principal Actuarial assumption at the Balance Sheet					
Discount Rate	7.50%	8.00%			
Rate of Return on Plan Assets	0.00%	—			
vii. Experience gain /(loss) adjustments on plan liabilities	31.03.2017	31.03.2016	31.03.2015	31.03.2014	31.03.2013
	22	—	—	—	—
viii. Present value of Defined Benefit Obligation	1,001	656	—	—	—

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.

31. 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.

32. EARNINGS PER SHARE	Year ended	Year ended
	31.03.2017	31.03.2016
Net Profit/(Loss) attributable to equity shareholders (₹)	(73,84,663)	2,52,43,800
Weighted average number of equity shares issued	34,02,100	34,02,100
Basic and diluted earnings per share (₹) (Face value ₹ 10/- per share)	(2.17)	7.42

33. **Changes in Accounting Policy :**

- a) As per Paragraph 33 of revised Accounting Standard (AS) 10 "Property and Equipment", effective from 01.04.2016, the Company has opted to adopt the Cost Model as prescribed therein for all its assets. Pursuant to which, estate development cost amounting to 1,62,34,749/- which was included in Lease hold land and Estate development has been recognised as Bearer plants. Also as per the Revised Accounting Standard depreciation amounting to Rs. 3,75,207/- for the year ended 31st March, 2017 has been provided.
- b) Replantation expenditure amounting to Rs. 58,21,609/- for the year ended 31st March, 2017 which was hitherto charged to the Statement of Profit and Loss has been considered as Capital Work-in-Progress. Consequently replantation subsidy amounting to Rs. 36,18,307/- for the year ended 31st March, 2017 which was hitherto credited to the Statement of Profit and Loss, has been reduced from Capital Work-in-Progress.
- c) Consequent upon changes as above, loss for the year is lower by Rs. 18,28,095/-.
34. Previous year figures have been regrouped / reclassified to conform with current year presentation, wherever considered necessary.

Kolkata The 30th day of May, 2017	FOR LODHA & CO.	K. C. MISHRA Company Secretary & CFO	For and on behalf of the Board ANIRUDHA JALAN Directors SANJAY KEJRIWAL
	Chartered Accountants H. K. VERMA Partner		

TYROON TEA COMPANY LIMITED

(AN ISO 9001:2008, ISO 22000:2005 AND HACCP CERTIFIED COMPANY)
 CIN : L15421WB1890PLC000612
 REGISTERED OFFICE : "McLEOD HOUSE," 3, NETAJI SUBHAS ROAD, KOLKATA – 700 001, INDIA
 PHONE NOS : 2248 – 3236/6071/9931, FAX : (91-33) 2248-6938
 E -MAIL : info@tyroon tea.com, WEBSITE : www.tyroon tea.com

ATTENDANCE SLIP (To be presented at the entrance)
ANNUAL GENERAL MEETING ON MONDAY, THE 25TH SEPTEMBER, 2017 AT 3.00 P.M.
 At Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700 017

FOLIO NO. / DP ID / CLIENT ID	NO. OF SHARE(S) :
Name and Address of the Member / Proxy holder	

- _____ Member's Signature _____ Proxy holder's Signature
1. Only Member/Proxy holder can attend the Meeting.
 2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

PROXY FORM (FORM NO. MGT 11)
 (Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
 (Management & Administration Rules, 2014)

Name of Member(s) / Proxy:	
Registered Address:	
REGISTERED FOLIO NO. / DP ID NO./CLIENT ID NO.	E-mail ID :
I/We, being the member(s) ofShares of Tyroon Tea Company Limited, hereby appoint :	

- (1) Name: _____
 Address: _____
 Email ID: _____ Signature:or failing him
- (2) Name: _____
 Address: _____
 Email ID: _____ Signature:or failing him
- (3) Name: _____
 Address: _____
 Email ID: _____ Signature:or failing him

As my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the Annual General Meeting of the Company to be held on Monday, 27th September, 2017 at 3.00 p.m. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700 017 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolution Proposed	Please tick(✓)	
		For	Against
Ordinary Business			
1	Adoption of Audited Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended 31st March, 2017.		
2	Re-appointment of Mrs. Indra Jalan, Director, who retires by rotation		
3	Appointment of Statutory Auditors		

_____ Member's Signature

_____ Proxy holder's Signature



Signed this day of2017.

Note : This Proxy form, in order to be effective, should be duly completed and deposited at the Registered Office of the Company at McLeod House, 3 Netaji Subhas Road, Kolkata-700001 not less than 48 hours before the commencement of the Meeting.

BOOK POST
Printed Matter

If undelivered please return to :

TYROON TEA COMPANY LIMITED

“McLeod House”

3, Netaji Subhas Road,

Kolkata - 700 001



TYROON TEA COMPANY LIMITED

**ANNUAL REPORT AND
ACCOUNTS 2016–2017**