

# Tyroon Tea Company Limited

## ANNUAL GENERAL MEETING

Date : 27th September, 2016

Day : Tuesday

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

## Bankers :

ALLAHABAD BANK

## Garden :

TYROON TEA ESTATE

P. O. KHARIKATIA

DIST. JORHAT

ASSAM

## Registered Office :

3, NETAJI SUBHAS ROAD

KOLKATA - 700 001

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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

## NOTICE

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

Date : 27th September 2016  
Day : Tuesday  
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 2016.
2. To appoint a Director in place of Mr. Anirudha Jalan (DIN02610396) who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“Resolved that M/s. Lodha & Co. Chartered Accountants, Kolkata having Firm Registration No. 301051E (who were appointed by the members up to the conclusion of the Annual General Meeting to be held in the year 2017 as Statutory Auditors of the Company) be and is hereby ratified until the conclusion of the next annual general meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company”.

### SPECIAL BUSINESS

4. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“Resolved that pursuant to the provisions of sections 149,150,152, 161 and other applicable provisions of the Companies Act, 2013 and rules made there under Mr. Ummedmal Banthia holding DIN 07314632 was appointed as an additional Director of the Company and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director of the Company be and is hereby appointed as a Non-executive Independent Director of the Company to hold office for term of five consecutive years from the conclusion of this Annual General Meeting whose period of Office shall not be liable to be determined by retirement of Director by rotation and to receive remuneration by way of fees, reimbursement of expenses for participation in the Board and other meetings as may be determined by the Board from time to time”.

Registered Office:  
“McLeod House”  
3, Netaji Subhas Road,  
Kolkata – 700 001  
The 12th Day of August, 2016

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

**Notes:**

**1. EXPLANATORY STATEMENT**

The Explanatory statement, pursuant to section 102 of the Companies Act, 2013, in respect of the special business as set out in the notice is annexed hereto.

**2. 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.

**3. CLOSURE OF REGISTER OF MEMBERS**

The Register of Members of the Company will remain closed from 20th September 2016 to 27th September 2016 (both days inclusive) in connection with the Annual General Meeting.

**4. 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.

**5. 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.

**6. 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.

**7. 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.

**8. 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.

**9. 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.

**10. 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.

**11. 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](http://www.tyroontea.com) for their download.

**12. 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., 20th September, 2016.
- (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 2016 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](http://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](http://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 20th September, 2016.
- (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 of date i.e. 20th September, 2016 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free number 1800222990.

- (j) The e-Voting period commences on 24th September 2016 (9:00 am) and ends on 26th September 2016 (5:00 pm). During this period, members holding shares either in physical form or in dematerialized form, as on 20th September 2016, 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](http://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.
- 13) 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          | Mr. Anirudha Jalan<br>(Promoter)  | Mr. Ummedmal Banthia  |
|----------------------|---|---|
| DIN                  | 02610396  | 07314632  |
| Date of Birth        | 06/06/1985  | 18/12/1953  |
| Date of Appointment  | 17/07/2014  | 28/09/2015  |
| Qualification        | B.Sc. Finance   | Graduate  |
| Nature of Experience | Mr. Anirudha Jalan has over 7 years experience in the tea industry, both in Assam and Dooars. He holds a B.Sc in Finance from the University of Illinois at Urbana-Champaign. Mr. Jalan has previously worked with financial companies like Morgan Stanley and Earnst & Young | Mr. Ummedmal Banthia is financial consultant and has vast experience in tea trading |

|   |  |  |
|---|--|--|
| Name of Directorship in other Companies                 | Rajgir Properties (P) Ltd.                             | NIL  |
| Membership/ Chairmanship of committee in public Company | Audit Committee of Tyroon Tea Company Limited          | Audit Committee, Nomination and Remuneration committee Stake holder relationship committee of Tyroon Tea Company Limited |
| Shareholding  | 409419   | NIL  |
| Relation  | Relative of Mrs. Indra Jalan and Mr. S. P. Jalan (KMP) | Not applicable   |

The above report was placed and approved by the Board at its Meeting held on 12th August, 2016.

#### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

The following explanatory statement sets out material facts relating to special business mentioned in the accompanying notice dated 12th August, 2016 and shall be taken as forming part of Notice.

#### **Item No. 4.**

Mr. Ummedmal Banthia DIN 07314632 appointed as an Additional Director of the Company with effect from 28th Spetember, 2015 and hold the Office up to the date of ensuing Annual General Meeting.

Pursuant to Section 160 of the Act the Company has received Notice together with requisite deposit proposing Mr. Ummedmal Banthia as a Director of the Company.

The brief profile of Mr. Ummedmal Banthia is included in the Notice.

In the opinion of the Board Mr. Ummedmal Banthia fulfills the condition specified in the Act and Rules made there under and that the proposed director is independent of the Management for his appointment as an Independent Director for five consecutive years.

Except Mr. Ummedmal Banthia , none other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution as set out in Item No. 4 of the notice.

The Board considers that the expertise of Mr. Ummedmal Banthia will be beneficial to the Company and should continue to remain available to the Company and therefore recommend the passing of resolution set out in the Item no. 4 of the accompanying notice.

Copy of appointment letter setting out the Terms and conditions of appointment of Mr. Ummedmal Banthia as Independent Director will be available for inspection by the members at the Registered Office of the Company during normal business hours except Saturday.

# Tyroon Tea Company Limited

## REPORT OF THE DIRECTORS

The Directors of the Company have pleasure in presenting the Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2016.

| <b>FINANCIAL RESULTS :</b>                        | This Year          | Previous Year      |
|---|--------------------|--------------------|
|   | <u>Rs.</u>         | <u>Rs.</u>         |
| Profit before Interest, Depreciation and Taxation | 2,50,42,581        | 56,38,365          |
| Less : Interest                                   | 4,15,457           | 9,19,068           |
| Depreciation                                      | 47,09,207          | 46,27,652          |
| Profit / (loss) before Tax                        | 1,99,17,917        | 91,645             |
| Less : Provision for Taxation                     | 11,31,290          | 36,87,000          |
| Profit / (Loss) after Tax                         | 1,87,86,627        | (35,95,355)        |
| Add : Deferred Tax Credit                         | 64,57,173          | 21,05,824          |
| Less : Proposed Dividend                          | —                  | —                  |
| Tax on Proposed Dividend                          | —                  | —                  |
| (Loss) / Profit for the year                      | <u>2,52,43,800</u> | <u>(14,89,531)</u> |

## 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. 26.59 crores for the period ended 31-03-2016 against Rs. 23.01 crores in the previous year. The increase in turnover by Rs. 3.58 crores is due to increase in production of saleable tea.

## 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 2015-16 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 profit 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:**

Mr. Anirudha Jalan DIN 02610396 Director, retire by rotation at the ensuing Annual General Meeting, being eligible offers himself for re-appointment. The Board recommends his re-appointment.

Your Board of Directors have appointed Mr. Ummedmal Banthia, DIN 07314632 as an additional Director w.e.f. 28-09-2015. Since he meets the criteria of independence in terms of the requirements of relevant provisions of the Companies Act, 2013, The Board of Directors recommend the appointment of Mr. Banthia as Non-Executive Independent Director of the Company.

In terms of section 149(10) and section 149(5) of the Companies Act, 2013 Independent Director can hold office for a term up to 5 consecutive years on the Board and eligible for reappointment for second term on passing special resolution by the Company. During the period he will not be liable to "retire by rotation" as per section 150(2), 152(2) read with schedule IV to the Act, necessary declarations have been obtained from him as required under the Act.

Mr. N. N. Nagpaul DIN 00632063 expired on 10-09-2015.

#### **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 6 times and independent Director met once during the year ended 31st March, 2016.

#### **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 2015-16 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 transaction 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 transaction 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 31-03-2016.

#### **RISK MANAGEMENT**

The Company has led 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 26th September, 2014 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. In term of 139(1) of the Companies Act, 2013, the appointment of the Auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of Lodha & Co. Chartered Accountants Act as Statutory Auditors of the Company, placed for ratification by the shareholders.

**SECRETARIAL AUDIT REPORT**

A Secretarial Audit Report for the year ended 31-03-2016 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 12th day of August, 2016

For and on behalf of the Board  
S. ISSAR  
S. K. 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 1191 against 1200 million Kgs of Tea during calendar year 2014 annually. This represents around 42% of world black tea production. Sri Lanka, Kenya and other African countries, Bangladesh are other main black tea Producer 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 2015 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 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.

#### **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 2015-2016 the company reported a net sale of Rs. 26.59 Crores in comparison to previous year Rs.23.01 Crores and profit for the year ended 31st March 2016 is Rs.2.52 Crores in comparison to loss of Rs.0.14 crores last year. The profit incurred by the company is mainly due to increase in production. In spite of the increase in wages and other input cost the Management is trying to show improved performance and able to increase the profitability by taking necessary steps to reduce debts and save interest cost. Steps are also being taken to improve quality and increase production.

#### **Human resources and development**

The company has around 1500 permanent employees employed at the tea estate. The labour welfare officer employed specifically for the purpose monitors the welfare of the workers.

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

#### **Personnel**

The Industrial relation remains satisfactory for the year under review.

# 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                      | 9,18,525     | 8,17,727      |
| Total Amount (Rs.)                     | 83,44,993    | 70,33,905     |
| Rate / Unit                            | 9.09         | 8.60          |
| b) Own generation                      |              |               |
| i) Through diesel Generator            |              |               |
| Unit                                   | 2,01,476     | 2,00,108      |
| ii) Units per Litre of diesel Oil      |              |               |
| Cost/Unit (Rs.)                        | 19.56        | 26.25         |
| 2. (a) Natural Gas                     |              |               |
| Quantity (Scum)                        | 7,11,970     | 6,70,271      |
| Total Amount                           | 1,07,78,764  | 99,35,790     |
| Average Rate                           | 15.13        | 14.82         |
| (b) Consumption per Unit of Production |              |               |
| Black Tea (in Kgs.)                    | 14,01,653    | 12,89,018     |
| Electricity (In Unit)                  | 0.80         | 0.63          |
| Furnace Oil (in Litres)                | —            | —             |
| Coal (in Kgs.)                         | —            | —             |
| Natural Gas (in Scum)                  | 7,11,970     | 6,70,271      |
| Natural Gas (per unit)                 | 0.51         | 0.52          |

**(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. 2,16,528.00

**(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. 7,86,014/- (Previous year Rs. 4,63,593/-)

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

The 12th day of August, 2016.

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

**ANNEXURE - III**  
**FORM NO. MGT 9**

**EXTRACT OF ANNUAL RETURN**  
**as on financial year ended on 31.03.2016**

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<br>WEST BENGAL<br>TELEPHONE NUMBER 91 03322486071<br>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.<br>CORPORATE OFFICE :1ST FLOOR,<br>7A, BELTALA ROAD KOLKATA 700026<br>PHONE NUMBER : 033-2419-2641/42<br>EMAIL ID rd.infotech@vsnl.net,<br>investors@rdinfotech.in |

**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                      | 28.084%          | 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)<br>Category of Shareholders   | No. of Shares held at the beginning of the year |               |                |                   | No. of Shares held at the end of the year |               |                |                   | % change during the year |
|---|---|---------------|----------------|-------------------|---|---------------|----------------|-------------------|--------------------------|
|   | Demat   | Physical      | Total          | % of Total Shares | Demat                                     | Physical      | Total          | % of Total Shares |                          |
| <b>A. Promoters</b>   |   |               |                |                   |   |               |                |                   |                          |
| <b>(1) Indian</b>   |   |               |                |                   |   |               |                |                   |                          |
| a) Individual/HUF   | 1146272   | 14400         | 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%            | 1125840                                   | 0             | 1125840        | 33.09%            | 0.00%                    |
| 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%                    |
| <b>SUB TOTAL:(A)(1)</b>   | <b>2272112</b>                                  | <b>14400</b>  | <b>2286512</b> | <b>67.21%</b>     | <b>2286512</b>                            | <b>0</b>      | <b>2286512</b> | <b>67.21%</b>     | <b>0.00%</b>             |
| <b>(2) Foreign</b>  |   |               |                |                   |   |               |                |                   |                          |
| 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%                    |
| <b>SUB TOTAL:(A)(2)</b>   | <b>0</b>  | <b>0</b>      | <b>0</b>       | <b>0.00%</b>      | <b>0</b>                                  | <b>0</b>      | <b>0</b>       | <b>0.00%</b>      | <b>0.00%</b>             |
| <b>Total Shareholding of Promoter(A)=(A)(1)+(A)(2)</b>                              | <b>2272112</b>                                  | <b>14400</b>  | <b>2286512</b> | <b>67.21%</b>     | <b>2286512</b>                            | <b>0</b>      | <b>2286512</b> | <b>67.21%</b>     | <b>0.00%</b>             |
| <b>B. PUBLIC SHAREHOLDING</b>   |   |               |                |                   |   |               |                |                   |                          |
| <b>(1) Institutions</b>   |   |               |                |                   |   |               |                |                   |                          |
| a) Mutual Funds   | 0   | 500           | 500            | 0.02%             | 0   | 500           | 500            | 0.02%             | 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%                | 0.00%                    |
| f) Insurance Companies  | 0   | 0             | 0              | 0.00%             | 0   | 0             | 0              | 0.00%             | 0.00%                    |
| g) FII/S  | 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%                    |
| <b>SUB TOTAL(B)(1):</b>   | <b>0</b>  | <b>2900</b>   | <b>2900</b>    | <b>0.09%</b>      | <b>0</b>                                  | <b>2900</b>   | <b>2900</b>    | <b>0.09%</b>      | <b>0.00%</b>             |
| <b>(2) Non Institutions</b>   |   |               |                |                   |   |               |                |                   |                          |
| a) Bodies corporate   |   |               |                |                   |   |               |                |                   |                          |
| i) Indian   | 72574   | 7874          | 80448          | 2.37%             | 42193                                     | 7874          | 50067          | 1.47%             | 0.90%                    |
| 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.2 lakhs            | 382127  | 202876        | 585003         | 17.20%            | 475101                                    | 222463        | 697564         | 20.50%            | -3.30%                   |
| ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs | 362133  | 85104         | 447237         | 13.15%            | 312737                                    | 52320         | 365057         | 10.73%            | 2.42%                    |
| c) Others (specify)   | 0   | 0             | 0              | 0.00%             | 0   | 0             | 0              | 0.00%             | 0.00%                    |
| <b>SUB TOTAL(B)(2):</b>   | <b>816834</b>                                   | <b>295854</b> | <b>1112688</b> | <b>32.71%</b>     | <b>830031</b>                             | <b>235569</b> | <b>1112688</b> | <b>32.70%</b>     | <b>0.01%</b>             |
| <b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>                                  | <b>816834</b>                                   | <b>295854</b> | <b>1112688</b> | <b>32.71%</b>     | <b>830031</b>                             | <b>235569</b> | <b>1112688</b> | <b>32.70%</b>     | <b>0.01%</b>             |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                              | 0   | 0             | 0              | 0.00%             | 0   | 0             | 0              | 0.00%             | 0.00%                    |
| <b>Grand Total (A+B+C)</b>  | <b>3088946</b>                                  | <b>313154</b> | <b>3402100</b> | <b>100.00%</b>    | <b>3116543</b>                            | <b>285557</b> | <b>3402100</b> | <b>100.00%</b>    | <b>0.00%</b>             |



**SHARE HOLDING OF PROMOTERS**

| (II)<br>Sl. No. | Shareholders Name  | Shareholding at the beginning of the year |                                  |  | Shareholding at the end of the year |                                  |  | % 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   | 407019                                    | 11.96%                           | 0.00%  | 409419                              | 12.03%                           | 0.00%  | 0.07%                                     |
| 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               | SRIDHAR ISSAR  | 2400                                      | 0.07%                            | 0.00%  | 0.00                                | 0.00%                            | 0.00%  | -0.07%                                    |
| 8               | SHRIKRISHNA ARJUN TRADING AND INVESTMENT COMPANY PRIVATE LIMITED | 955442                                    | 28.08%                           | 0.00%  | 955442                              | 28.08%                           | 0.00%  | 0.00%                                     |
| 9               | SRI PRAKASH JALAN  | 32800                                     | 0.96%                            | 0.00%  | 32800                               | 0.96%                            | 0.00%  | 0.00%                                     |
| 10              | SUDARSHAN Kr. JALAN  | 12000                                     | 0.35%                            | 0.00%  | 12000                               | 0.35%                            | 0.00%  | 0.00%                                     |
| 11              | VANDANA JALAN  | 1000                                      | 0.03%                            | 0.00%  | 1000                                | 0.03%                            | 0.00%  | 0.00%                                     |
|                 | Total  | 2286512                                   | 67.21%                           | 0.00%  | 2286512                             | 67.21%                           | 0.00%  | 0.00%                                     |

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

| (III)<br>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                                    | 67.21%                           | —  | —                                |
|                  | At the end of the year       | 2286512                                    | 67.21%                           | 2286512                                  | 67.21%                           |

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

| (IV)<br>Sl.<br>No. | For Each of the Top 10<br>Shareholders | Shareholding at<br>the beginning<br>of the year<br>01.04.2015 |   | Datewise<br>Increase/Decrease<br>in Shareholding<br>during the year |   | Cumulative<br>Shareholding<br>during the year |   | Shareholding<br>at the end<br>of the year<br>31.03.2016 |   |
|--------------------|--|---|---|---|---|---|---|---|---|
|                    |  | No.<br>of<br>shares   | % of total<br>shares<br>of the<br>company | No.<br>of<br>shares   | % of total<br>shares<br>of the<br>company | No.<br>of<br>shares                           | % of total<br>shares<br>of the<br>company | No.<br>of<br>shares                                     | % of total<br>shares<br>of the<br>company |
| 1                  | MAHENDRA GIRDHARILAL                   | 78999   | 2.32                                      | 0   | 0   | 0   | 0   | 78999   | 2.32                                      |
| 2                  | RATHINASAMY<br>NARAYANASAMY RUBESH     | 76521   | 2.25                                      | 0   | 0   | 76521   | 2.25                                      | 76521   | 2.25                                      |
| 3                  | R N RUBESH                             | 57960   | 1.71                                      | 0   | 0   | 57960   | 1.71                                      | 57960   | 1.71                                      |
| 4                  | Uphaar Financial<br>Services (P) Ltd.  | 28494   | 0.84                                      | 0   | 0   | 28494   | 0.84                                      | 28494   | 0.84                                      |
| 5                  | Irma Begg                              | 26160   | 0.77                                      | 0   | 0   | 26160   | 0.77                                      | 26160   | 0.77                                      |
| 6                  | Ghita Begg                             | 26160   | 0.77                                      | 0   | 0   | 26160   | 0.77                                      | 26160   | 0.77                                      |
| 7                  | N Lalitha                              | 24008   | 0.71                                      | 0   | 0   | 24008   | 0.71                                      | 24008   | 0.71                                      |
|                    | Sold dated 12.06.2015                  |   |   | 500   | 0.01%                                     | 23508   | 0.69                                      | 23508   | 0.69                                      |
| 8                  | Pragney Jagdishbhai Patel              | 21121   | 0.62                                      | 0   | 0   | 21121   | 0.62                                      | 221121  | 0.62                                      |
| 9                  | Sangeetha S.                           | 27601   | 0.81                                      | 0   | 0   | 0   | 0   | 0   | 0   |
|                    | Bought 17.04.15                        |   |   | 1000  | 0.03                                      | 28601   | 0.84                                      |   |   |
|                    | Bought 24.04.15                        |   |   | 1500  | 0.04                                      | 30101   | 0.88                                      |   |   |
|                    | Bought 01.05.15                        |   |   | 4674  | 0.14                                      | 34775   | 1.02                                      |   |   |
|                    | Bought 08.05.15                        |   |   | 354   | 0.01                                      | 35129   | 1.03                                      |   |   |
|                    | Bought 15.05.15                        |   |   | 1031  | 0.03                                      | 36160   | 1.06                                      |   |   |
|                    | Bought 04.09.15                        |   |   | 990   | 0.03                                      | 37150   | 1.09                                      |   |   |
|                    | Bought 16.10.15                        |   |   | 686   | 0.02                                      | 37836   | 1.11                                      |   |   |
|                    | Bought 30.10.15                        |   |   | 900   | 0.03                                      | 38736   | 1.14                                      |   |   |
|                    | Bought 04.12.15                        |   |   | 506   | 0.01                                      | 39242   | 1.15                                      |   |   |
|                    | Bought 18.12.15                        |   |   | 900   | 0.03                                      | 40142   | 1.18                                      |   |   |
|                    | Bought 15.01.16                        |   |   | 450   | 0.01                                      | 40592   | 1.19                                      | 40592   | 1.19                                      |
| 10                 | Rajendra Jain                          | 1569  | 0.05                                      |   |   |   |   |   |   |
|                    | Bought 10.04.15                        |   |   | 7020  | 0.21                                      | 8589  | 0.25                                      |   |   |
|                    | Bought 17.04.15                        |   |   | 3206  | 0.09                                      | 11795   | 0.35                                      |   |   |
|                    | Bought 24.04.15                        |   |   | 606   | 0.02                                      | 12401   | 0.36                                      |   |   |
|                    | Bought 01.05.15                        |   |   | 100   | 0.00                                      | 12501   | 0.37                                      |   |   |
|                    | Bought 05.06.15                        |   |   | 60  | 0.00                                      | 12561   | 0.37                                      |   |   |
|                    | Bought 19.06.15                        |   |   | 560   | 0.02                                      | 13121   | 0.39                                      |   |   |
|                    | Bought 25.06.15                        |   |   | 425   | 0.01                                      | 13546   | 0.40                                      |   |   |
|                    | Bought 30.06.15                        |   |   | 400   | 0.01                                      | 13946   | 0.41                                      |   |   |
|                    | Bought 14.08.15                        |   |   | 200   | 0.01                                      | 14146   | 0.42                                      |   |   |
|                    | Bought 21.08.15                        |   |   | 150   | 0.00                                      | 14296   | 0.42                                      |   |   |
|                    | Bought 30.10.15                        |   |   | 400   | 0.01                                      | 14696   | 0.43                                      |   |   |
|                    | Bought 06.11.15                        |   |   | 200   | 0.01                                      | 14896   | 0.44                                      |   |   |
|                    | Bought 20.11.15                        |   |   | 1291  | 0.04                                      | 16187   | 0.48                                      |   |   |
|                    | Bought 27.11.15                        |   |   | 5   | 0.00                                      | 16192   | 0.48                                      | 16192   | 0.48                                      |

Shareholding of Directors & KMP

| V)<br>Sl.<br>No. | For Each of the Directors<br>& KMP | Shareholding at<br>the beginning of<br>of the year<br>01.04.2015 |   | Datewise<br>Increase/Decrease<br>in Shareholding<br>during the year |   | Cumulative<br>Shareholding<br>during the year |   | Shareholding<br>at the end<br>of the year<br>31.03.2016 |   |
|------------------|------------------------------------|--|---|---|---|---|---|---|---|
|                  |                                    | No.<br>of<br>shares  | % of total<br>shares<br>of the<br>company | No.<br>of<br>shares   | % of total<br>shares<br>of the<br>company | No.<br>of<br>shares                           | % of total<br>shares<br>of the<br>company | No.<br>of<br>shares                                     | % of total<br>shares<br>of the<br>company |
| 1                | Anirudha Jalan                     | 407019   | 11.96                                     | 2400  | 0.07                                      | 409419  | 12.03                                     | 409419  | 12.03                                     |
| 2                | Indra Jalan                        | 26880  | 0.79                                      |   |   |   |   | 26880   | 0.79                                      |
| 3                | Sriprakash Jalan                   | 32800  | 0.96                                      | 0   | 0   |   |   | 32800   | 0.96                                      |

VI INDEBTEDNESS

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

|  | Secured<br>Loans<br>excluding<br>Deposits | Unsecured<br>Loans | Deposits | Total<br>Indebtedness |
|--|---|--------------------|----------|-----------------------|
| <b>Indebtedness at the beginning<br/>of the financial year</b> |   |                    |          |                       |
| i) Principal Amount  | 1644116                                   | 0                  | 0        | 1644116               |
| ii) Interest due but not paid                                  | 50482                                     | 0                  | 0        | 50482                 |
| iii) Interest accrued but not due                              | 0   | 0                  | 0        | 0                     |
| <b>Total (i+ii+iii)</b>  | <b>1694598</b>                            | <b>0</b>           | <b>0</b> | <b>1694598</b>        |
| <b>Change in Indebtedness<br/>during the financial year</b>    |   |                    |          |                       |
| Additions  | 7837268                                   | 0                  | 0        | 7837268               |
| Reduction  | 0   | 0                  | 0        | 0                     |
| Net Change   | 7837268                                   | 0                  | 0        | 7837268               |
| <b>Indebtedness at the<br/>end of the financial year</b>       |   |                    |          |                       |
| i) Principal Amount  | 9531866                                   | 0                  | 0        | 9531866               |
| ii) Interest due but not paid                                  | 0   | 0                  | 0        | 0                     |
| iii) Interest accrued but not due                              | 0   | 0                  | 0        | 0                     |
| <b>Total (i+ii+iii)</b>  | <b>9531866</b>                            | <b>0</b>           | <b>0</b> | <b>9531866</b>        |

## 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 |   |
|----------|---|----------------------------|-----|-----|--------------|---|
| <b>1</b> | <b>Gross salary</b>   |                            |     |     |              |   |
|          | (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 as % of profit 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<br>RS 5000    | MR. N.N. NAGPAUL<br>RS 2000 |     |              |
|        | (a) Fee for attending board committee meetings | MR. S. KEJRIWAL<br>RS 6000 | MR. U. BANTHIA<br>Rs. 4000  |     | RS 17000     |
|        | (b) Commission                                 | NIL                        | NIL                         | NIL | 0            |
|        | (c) Others, please specify                     | NIL                        | NIL                         | NIL | 0            |
|        | Total (1)                                      |                            |                             |     | RS 17000     |
| 2      | Other Non Executive Directors                  |                            |                             |     |              |
|        | (a) Fee for attending board committee meetings | MR. A. JALAN<br>RS 6000    | MRS. INDRA JALAN<br>RS 6000 |     | RS. 12000    |
|        | (b) Commission                                 | NIL                        | NIL                         | NIL | 0            |
|        | (c) Others, please specify                     | NIL                        | NIL                         | NIL | 0            |
|        | Total (2)                                      |                            |                             |     | RS 12000     |
|        | Total (B)=(1+2)                                |                            |                             |     | RS 29000     |
|        | Total Managerial Remuneration                  |                            |                             |     | RS 29000     |
|        | 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       | <b>Gross Salary</b>   |                          |                         |                |
|         | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 | 1054773                  | 612680                  | 1667453        |
|         | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961                      | 0                        | 26250                   | 26250          |
|         | (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              |
|         | <b>Total</b>  | <b>1054773</b>           | <b>638930</b>           | <b>1693703</b> |

**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) |
|-------------------------------------|------------------------------|-------------------|--|----------------------------|-----------------------------------|
| <b>A. COMPANY</b>                   |                              |                   |  |                            |                                   |
| Penalty                             | NIL                          | NIL               | NIL  | NIL                        | NIL                               |
| Punishment                          | NIL                          | NIL               | NIL  | NIL                        | NIL                               |
| Compounding                         | NIL                          | NIL               | NIL  | NIL                        | NIL                               |
| <b>B. DIRECTORS</b>                 |                              |                   |  |                            |                                   |
| Penalty                             | NIL                          | NIL               | NIL  | NIL                        | NIL                               |
| Punishment                          | NIL                          | NIL               | NIL  | NIL                        | NIL                               |
| Compounding                         | NIL                          | NIL               | NIL  | NIL                        | NIL                               |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |  |                            |                                   |
| 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**

| <b>1. DIRECTORS</b>                             |                        |                                |
|---|------------------------|--------------------------------|
| <b>NAME</b>                                     | <b>NO. OF MEETINGS</b> | <b>NO OF MEETINGS ATTENDED</b> |
| MR. S. ISSAR                                    | 6                      | 5                              |
| MR. N. N. NAGPAUL                               | 6                      | 2                              |
| MR. ANIRUDHA JALAN                              | 6                      | 6                              |
| MR. SANJAY KUMAR KEJRIWAL                       | 6                      | 6                              |
| MRS. INDRA JALAN                                | 6                      | 6                              |
| MR. UMMEDMAL BANTHIA                            | 6                      | 4                              |
| <b>A) Audit Committee</b>                       |                        |                                |
| <b>NAME</b>                                     | <b>NO. OF MEETINGS</b> | <b>NO OF MEETINGS ATTENDED</b> |
| MR. S. ISSAR                                    | 4                      | 3                              |
| MR. N. N. NAGPAUL                               | 4                      | 2                              |
| MR. ANIRUDHA JALAN                              | 4                      | 4                              |
| MR. SANJAY KUMAR KEJRIWAL                       | 4                      | 4                              |
| MR. UMMEDMAL BANTHIA                            | 4                      | 2                              |
| <b>B) Nomination and Remuneration Committee</b> |                        |                                |
| <b>NAME</b>                                     | <b>NO. OF MEETINGS</b> | <b>NO OF MEETINGS ATTENDED</b> |
| MR. S. ISSAR                                    | 2                      | 2                              |
| MR. N. N. NAGPAUL                               | 2                      | 1                              |
| MR. UMMEDMAL BANTHIA                            | 2                      | 1                              |
| <b>C) Stake Holder Relationship Committee</b>   |                        |                                |
| <b>NAME</b>                                     | <b>NO. OF MEETINGS</b> | <b>NO OF MEETINGS ATTENDED</b> |
| MR. S. ISSAR                                    | 2                      | 2                              |
| MR. N. N. NAGPAUL                               | 2                      | 1                              |
| MR. SANJAY KUMAR KEJRIWAL                       | 2                      | 2                              |
| MR. UMMEDMAL BANTHIA                            | 2                      | 1                              |

**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 2016, 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<br>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 2015-16 Rs.10,54,773/-                                     | 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 31-03-16.

- 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 |         |
|---------|------------------|-------------------------|------------|---------|
|         |                  |                         | 2015-16    | 2014-15 |
| 1.      | Mr. S. P. Jalan  | CEO                     | 84         | 8       |
| 2.      | Mr. K. C. Mishra | Company Secretary & CFO | 16         | 8       |

- 3) Number of permanent employees on the roll of the Company as on 31st March, 2016 was 1473 nos. and as on 31st March, 2015 was 1533 nos.

- 4) A) Performance of the Company

| Description       | Rs. in Lacs |         |
|-------------------|-------------|---------|
|                   | 2015-16     | 2014-15 |
| Profit before tax | 199.18      | 0.91    |

- 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 2015-16 of the Company.

| Decrease in (Rs.in Lacs) | % of Decrease |
|--------------------------|---------------|
| 102.06                   | 5.42%         |

| ii) Price earning ration |                  |                  |
|--------------------------|------------------|------------------|
| Description              | As on 31-03-2016 | As on 31-03-2015 |
| Price Earning Ratio      | 7.42             | 0.00             |

- 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. 30%.

- 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: 12th Aug, 2016  
Place: Kolkata

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31st March, 2016**

[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, 2016 ('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, 2016 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, 1992 (upto 14th May, 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective from 15th May,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 and made effective 1st July, 2015;
- (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 made effective from 1st December, 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.

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

Place: Kolkata  
Date: 12th August, 2016

*(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, 2016, 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, 2016;

- 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;
- e) On the basis of the written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, 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 28.1 and 28.1.1 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.

Place : Kolkata  
Date : 30th May, 2016

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

**“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 2016 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            | 24,39,380        | 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, 2016

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, 2016 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, 2016, 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, 2016

# Tyroon Tea Company Limited

Balance Sheet as at 31st March, 2016

| Particulars  | Note No. | As at<br>31.03.2016<br>₹ | As at<br>31.03.2015<br>₹ |
|--|----------|--------------------------|--------------------------|
| <b>EQUITY AND LIABILITIES</b>  |          |                          |                          |
| Shareholder's Funds  |          |                          |                          |
| a. Share Capital   | 2        | 3,51,20,208              | 3,51,20,208              |
| b. Reserves and Surplus  | 3        | 18,02,54,116             | 15,50,10,316             |
| Non-Current Liabilities  |          |                          |                          |
| a. Long Term Borrowings  | 4        | —                        | —                        |
| b. Long term Provisions  | 5        | 3,75,67,704              | 2,99,69,334              |
| Current Liabilities  |          |                          |                          |
| a. Short Term Borrowings   | 6        | 95,31,866                | —                        |
| b. Trade Payables  | 7        | —                        | —                        |
| i. Total outstanding dues of Micro Enterprises and Small Enterprises                       |          | —                        | —                        |
| ii. Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises |          | 3,73,51,002              | 3,42,65,222              |
| c. Other Current Liabilities   | 8        | 41,48,124                | 51,96,736                |
| d. Short Term Provisions   | 9        | 85,35,506                | 76,72,473                |
| <b>Total</b>   |          | <b>31,25,08,526</b>      | <b>26,72,34,289</b>      |
| <b>ASSETS</b>  |          |                          |                          |
| Non-Current Assets   |          |                          |                          |
| a. Fixed Assets  |          |                          |                          |
| Tangible Assets  | 10       | 8,51,07,194              | 7,50,66,633              |
| b. Capital Work in Progress  |          | 5,25,624                 | 2,65,451                 |
| c. Non-Current Investments   | 11       | 3,40,43,043              | 1,40,64,543              |
| d. Deferred tax assets (Net)   | 12       | 86,63,945                | 22,06,772                |
| e. Long Term Loans and Advances  | 13       | 3,48,15,780              | 4,47,03,945              |
| f. Other Non-Current Assets  | 14       | 96,96,000                | 96,96,000                |
| Current Assets   |          |                          |                          |
| a. Current Investments   | 15       | 10,07,71,426             | 8,92,48,400              |
| b. Inventories   | 16       | 1,89,76,595              | 1,34,49,460              |
| c. Trade receivables   | 17       | 25,93,411                | 7,06,194                 |
| d. Cash and Bank Balances  | 18       | 69,52,123                | 52,31,391                |
| e. Short Term Loans and Advances   | 19       | 85,02,075                | 1,06,71,266              |
| f. Other Current Assets  | 20       | 18,61,310                | 19,24,234                |
| <b>Total</b>   |          | <b>31,25,08,526</b>      | <b>26,72,34,289</b>      |
| 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<br>The 30th day of May, 2016 | FOR LODHA & CO.<br>Chartered Accountants<br>H. K. VERMA<br>Partner | K. C. MISHRA<br>Company Secretary<br>& CFO | For and on behalf of the Board<br>S. ISSAR<br>S. K. KEJRIWAL | Directors |
|--------------------------------------|--|--|--|-----------|

# Tyroon Tea Company Limited

Statement of Profit and Loss for the year ended 31st March, 2016

| Particulars   | Note No. | For the year ended  | For the year ended  |
|---|----------|---------------------|---------------------|
|   |          | 31.03.2016<br>₹     | 31.03.2015<br>₹     |
| Revenue from Operations   | 21       | 25,82,01,340        | 21,76,59,081        |
| Other Income  | 22       | 76,90,893           | 1,24,36,981         |
| <b>Total Revenue</b>  |          | <b>26,58,92,233</b> | <b>23,00,96,062</b> |
| <b>Expenses</b>   |          |                     |                     |
| Cost of Materials Consumed  | 16B(ii)  | 1,65,50,294         | 2,49,21,501         |
| Cultivation Expenses  |          | 3,51,50,435         | 3,22,89,847         |
| Changes in inventories of finished goods, work in progress and Stock-in-Trade | 23       | (54,78,938)         | 2,06,652            |
| Employee Benefit Expenses   | 24       | 10,60,54,936        | 8,09,25,746         |
| Finance Costs   | 25       | 4,15,457            | 9,19,068            |
| Depreciation and amortization expenses  | 10       | 47,09,207           | 46,27,652           |
| Other Expenses  | 26       | 8,85,72,925         | 8,61,13,951         |
| <b>Total Expenses</b>   |          | <b>24,59,74,316</b> | <b>23,00,04,417</b> |
| Profit before Tax   |          | 1,99,17,917         | 91,645              |
| Tax Expense   | 27       | 11,31,290           | 36,87,000           |
| Deferred Tax – Charge /(Credit)   | 12       | (64,57,173)         | (21,05,824)         |
| <b>Profit / (Loss) for the year</b>   |          | <b>2,52,43,800</b>  | <b>(14,89,531)</b>  |
| Earnings per Equity Share :   | 33       |                     |                     |
| Basic and Diluted   |          | 7.42                | (0.44)              |
| 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<br>The 30th day of May, 2016 | FOR LODHA & CO.<br>Chartered Accountants<br>H. K. VERMA<br>Partner | K. C. MISHRA<br>Company Secretary<br>& CFO | For and on behalf of the Board<br>S. ISSAR<br>S. K. KEJRIWAL | Directors |
|--------------------------------------|--|--|--|-----------|

# Tyroon Tea Company Limited

Cash Flow Statement for the year ended 31st March, 2016

|   | 2015-2016<br>₹ | 2014-2015<br>₹ |
|---|----------------|----------------|
| <b>A. Cash Flow from Operating Activities :</b>           |                |                |
| Net Profit before Tax                                     | 1,99,17,917    | 91,645         |
| Adjustments for :   |                |                |
| Depreciation  | 47,09,207      | 46,27,652      |
| Interest Paid   | 4,15,457       | 9,19,068       |
| (Profit) / Loss on Sale of Fixed Assets (Net)             | (87,292)       | 144            |
| Interest / Dividend received                              | (35,16,163)    | (31,91,319)    |
| (Profit) / Loss on Sale of Investments (Net)              | (32,65,741)    | (41,65,661)    |
| Sundry Debit Balance written off                          | 71,759         | 4,338          |
| Sundry Credit Balance Written Back                        | (71,003)       | (1,62,428)     |
| Provision / Liability no longer required written back     | (3,12,002)     | (2,99,118)     |
| <b>Operating Profit before working capital changes</b>    | 1,78,62,139    | (21,75,679)    |
| Adjustments for :   |                |                |
| (Increase) / Decrease in Trade and Other receivables      | 2,10,215       | (13,47,534)    |
| (Increase) / Decrease in Inventories                      | (55,27,135)    | (7,35,887)     |
| Increase / (Decrease) in Payables                         | 1,25,18,304    | 1,17,31,122    |
| <b>Cash generated from operations</b>                     | 2,50,63,523    | 74,72,022      |
| Direct Taxes paid   | (8,61,000)     | (39,80,990)    |
| <b>Net Cash (used in) / from operating activities</b>     | 2,42,02,523    | 34,91,032      |
| <b>B. Cash Flow from Investing Activities :</b>           |                |                |
| Purchase of fixed assets                                  | (1,50,77,888)  | (1,21,07,857)  |
| Sale of fixed assets                                      | 1,55,239       | 21,851         |
| Investments - Purchase of Investments                     | (15,83,24,026) | (18,03,42,059) |
| Proceeds from Sale of Investments                         | 13,00,88,240   | 20,95,90,535   |
| Loans and Inter-corporate Deposits (Net)                  | 96,54,604      | (1,23,01,248)  |
| Interest received   | 35,79,087      | 37,75,248      |
| Dividend received   | —              | 11,501         |
| <b>Net cash (used in) / from Investing activities</b>     | (2,99,24,744)  | 86,47,971      |
| <b>C. Cash Flow from Financing Activities :</b>           |                |                |
| Proceeds from Long Term Borrowing (net)                   | (16,44,116)    | (16,44,116)    |
| Proceeds from Short Term Borrowing (net)                  | 95,31,866      | (60,39,608)    |
| Interest Paid   | (4,44,798)     | (9,57,750)     |
| Dividend Paid   | —              | —              |
| Tax on Dividend   | —              | —              |
| <b>Net cash (used in) / from financing activities</b>     | 74,42,952      | (86,41,474)    |
| Net (Decrease) / Increase in cash and cash equivalents    | 17,20,731      | 34,97,529      |
| Cash and Cash Equivalent (Opening Balance)                | 52,31,391      | 17,33,862      |
| Cash and Cash Equivalent (Closing Balance) (Ref. Note-18) | 69,52,122      | 52,31,391      |

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

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

|                           |                       |                   |                                |
|---------------------------|-----------------------|-------------------|--------------------------------|
|                           | FOR LODHA & CO.       |                   |                                |
|                           | Chartered Accountants | K. C. MISHRA      | For and on behalf of the Board |
| Kolkata                   | H. K. VERMA           | Company Secretary | S. ISSAR                       |
| The 30th day of May, 2016 | Partner               | & CFO             | S. K. KEJRIWAL                 |
|                           |                       |                   | Directors                      |

# Tyroon Tea Company Limited

## Significant Accounting Policies

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

#### E. DEPRECIATION

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

#### F. IMPAIRMENT

Fixed Assets are reviewed at each Balance Sheet date for impairment. In case event and circumstances indicate any impairment, recoverable amount of fixed assets is determined. An impairment loss is recognized, wherever the carrying amounts of assets either belonging to Cash Generating Unit (CGU) or otherwise exceeds recoverable amount. The recoverable amount is the greater of asset's net selling price or its value in use. In assessing the value in use, the estimated future Cash Flow from the use of assets is discounted to their present value at

# Tyroon Tea Company Limited

## Significant Accounting Policies

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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.

**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, 2016

|  | As at<br>31st March 2016<br>₹ |                    | As at<br>31st March 2015<br>₹ |                    |
|--|-------------------------------|--------------------|-------------------------------|--------------------|
| <b>2. SHARE CAPITAL</b>  |                               |                    |                               |                    |
| <b>AUTHORISED</b>  |                               |                    |                               |                    |
| 40,00,000 Equity Shares of ₹10/- each<br>(Previous year 40,00,000 Equity Shares<br>of ₹ 10/- each) |                               | 4,00,00,000        |                               | 4,00,00,000        |
| <b>ISSUED, SUBSCRIBED AND PAID UP</b>  |                               |                    |                               |                    |
| 34,02,100 Equity Shares of ₹ 10/- each<br>fully paid up  | 3,40,21,000                   |                    | 3,40,21,000                   |                    |
| Add : Forfeited Shares Amount<br>Paid-up on 2,32,400 Equity Shares                                 | 10,99,208                     | 3,51,20,208        | 10,99,208                     | 3,51,20,208        |
|  |                               | <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 :

| Name of shareholders                               | No. of Shares held<br>as on 31st March 2016 | No. of Shares held<br>as on 31st March 2015 |
|--|---|---|
| Srikrishna Ajrun Trading & Investment Co. (P) Ltd. | 9,55,442                                    | 9,55,442                                    |
| Arun Kumar Jalan                                   | 6,54,778                                    | 6,54,778                                    |
| Anirudha Jalan                                     | 4,09,419                                    | 4,07,019                                    |

## 3. RESERVE AND SURPLUS

|  | As at 31st March 2016 |                     | As at 31st March 2015 |                     |
|--|-----------------------|---------------------|-----------------------|---------------------|
| Securities Premium Account   |                       | 3,86,57,000         |                       | 3,86,57,000         |
| <b>General Reserve :</b>   |                       |                     |                       |                     |
| As per last Balance Sheet  | 11,63,53,316          |                     | 11,80,68,593          |                     |
| Adjustment on account of depreciation<br>pursuant to transitional provision of<br>Companies Act, 2013 (Refer Note no 10.2) | —                     |                     | (2,25,746)            |                     |
| Add : Transferred from Surplus (Deficit)   | 2,52,43,800           | 14,15,97,116        | (14,89,531)           | 11,63,53,316        |
| <b>Surplus (Deficit) :</b>   |                       |                     |                       |                     |
| As per last Balance Sheet  | —                     |                     | —                     |                     |
| Add : Profit/(loss) for the year transferred<br>from Statement of Profit & Loss  | 2,52,43,800           |                     | (14,89,531)           |                     |
| Less : Transferred to General Reserve  | (2,52,43,800)         |                     | 14,89,531             |                     |
| <b>Net Surplus (Deficit)</b>   |                       | <u>18,02,54,116</u> |                       | <u>15,50,10,316</u> |



# Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2016

|   |          | As at<br>31st March 2016<br>₹ |         | As at<br>31st March 2015<br>₹ |                  |
|---|----------|-------------------------------|---------|-------------------------------|------------------|
| <b>4. LONG TERM BORROWINGS (SECURED)</b>  |          |                               |         |                               |                  |
|   | Note No. | Non Current                   | Current | Non Current                   | Current          |
| Term Loan from Allahabad Bank   | 4.1      | —                             | —       | —                             | 15,43,981        |
| Vehicle Loan from Banks   | 4.2      | —                             | —       | —                             | 1,00,135         |
|   |          | —                             | —       | —                             | <b>16,44,116</b> |
| 4.1 Term Loans from Banks were 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 Leasehold 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. Term Loan carried interest of Base rate +5%. |          |                               |         |                               |                  |
| 4.2 Vehicle Loan was secured by hypothecation of vehicles acquired under Car Loan Scheme.   |          |                               |         |                               |                  |
|   |          | AS AT<br>31.03.2016           |         | AS AT<br>31.03.2015           |                  |
| <b>5. LONG TERM PROVISIONS</b>  |          |                               |         |                               |                  |
| <i>Provision for Employee Benefits :</i>  |          |                               |         |                               |                  |
| Provision for Gratuity & Leave Encashment   |          | 3,68,89,649                   |         | 2,92,91,279                   |                  |
| Provision for Dividend Tax<br>(F.Y. 2012-13, 2013-14)   |          | 6,78,055                      |         | 6,78,055                      |                  |
|   |          | <b>3,75,67,704</b>            |         | <b>2,99,69,334</b>            |                  |
| <b>6. SHORT TERM BORROWINGS</b>   |          |                               |         |                               |                  |
|   | 6.1      |                               |         |                               |                  |
| Working Capital facilities from Bank<br>repayable on demand   |          | 95,31,866                     |         | —                             |                  |
|   |          | <b>95,31,866</b>              |         | —                             |                  |
| 6.1 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.  |          |                               |         |                               |                  |

# Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2016

|  | Note No. | As at<br>31.03.2016<br>₹ | As at<br>31.03.2015<br>₹ |
|--|----------|--------------------------|--------------------------|
| <b>7. TRADE PAYABLE</b>  |          |                          |                          |
| Payable for Goods & Services   |          | 3,73,51,002              | 3,42,65,222              |
|  |          | <b>3,73,51,002</b>       | <b>3,42,65,222</b>       |
| 7.1 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 acquired in Section 22 of the said Act is not applicable. |          |                          |                          |
| <b>8. OTHER CURRENT LIABILITIES</b>  |          |                          |                          |
| Current maturities of Term Loan from Allahabad Bank  | 4.1      | —                        | 15,43,981                |
| Current maturities of Vehicle Loan   | 4.2      | —                        | 1,00,135                 |
| Interest Accrued but not due   |          | 21,141                   | 50,482                   |
| Dividend Payable   |          | 11,09,987                | 11,13,434                |
| Statutory Dues - PF, cess, Service Tax, TDS, Sales Tax etc   |          | 30,16,996                | 23,88,704                |
|  |          | <b>41,48,124</b>         | <b>51,96,736</b>         |
| <b>9. SHORT TERM PROVISIONS</b>  |          |                          |                          |
| <i>Provision for Employee Benefits :</i>   |          |                          |                          |
| Provision for Gratuity & Leave Encashment  |          | 85,35,506                | 76,72,473                |
|  |          | <b>85,35,506</b>         | <b>76,72,473</b>         |

# Tyroon Tea Company Limited

## 10 – TANGIBLE FIXED ASSETS

Notes to the Financial Statements for the year ended 31st March, 2016

| Particulars           | GROSS BLOCK           |                           |                           | DEPRECIATION          |  |                  | (Figures in Rupees) |                    |                    |
|-----------------------|-----------------------|---------------------------|---------------------------|-----------------------|--|------------------|---------------------|--------------------|--------------------|
|                       | Cost as on 01.04.2015 | Additions during the year | Deletions during the year | Cost as on 31.03.2016 | Accumulated Depreciation upto 31.03.2015 | For the year     | On Sales/adjustment | As on 31.03.2016   | As on 31.03.2015   |
| LAND (LEASEHOLD)      | 1,62,34,749           | —                         | —                         | 1,62,34,749           | —  | —                | —                   | 1,62,34,749        | 1,62,34,749        |
| BUILDINGS & GODOWNS   | 3,34,88,455           | 63,78,455                 | —                         | 3,98,66,910           | 65,64,859                                | 6,13,371         | —                   | 3,26,88,680        | 2,69,23,596        |
| PLANT & EQUIPMENTS    | 4,31,12,646           | 49,46,827                 | 8,97,510                  | 4,71,61,963           | 2,44,23,161                              | 18,56,989        | 8,68,897            | 2,17,50,710        | 1,86,89,485        |
| IRRIGATION EQUIPMENTS | 1,28,52,518           | —                         | —                         | 1,28,52,518           | 45,23,055                                | 7,78,764         | —                   | 75,50,699          | 83,29,463          |
| WATER SUPPLY          | 2,33,230              | —                         | —                         | 2,33,230              | 2,22,980                                 | —                | —                   | 10,250             | 10,250             |
| FURITURE & FITTINGS   | 11,95,023             | 9,06,476                  | —                         | 21,01,499             | 6,59,017                                 | 98,084           | —                   | 13,44,398          | 5,36,006           |
| VEHICLES              | 1,11,53,332           | 16,47,200                 | 7,86,699                  | 1,20,13,833           | 76,56,620                                | 9,48,025         | 7,47,365            | 41,56,553          | 34,96,712          |
| OFFICE EQUIPMENT      | 31,97,594             | 9,38,757                  | —                         | 41,36,351             | 23,51,222                                | 4,13,974         | —                   | 13,71,155          | 8,46,372           |
| <b>TOTAL</b>          | <b>12,14,67,547</b>   | <b>1,48,17,715</b>        | <b>16,84,209</b>          | <b>13,46,01,053</b>   | <b>4,64,00,914</b>                       | <b>47,09,207</b> | <b>16,16,262</b>    | <b>8,51,07,194</b> | <b>7,50,66,633</b> |
| PREVIOUS YEAR         | 11,02,84,397          | 1,18,42,406               | 6,59,256                  | 12,14,67,547          | 4,20,83,829                              | 46,27,652        | 6,37,261            | 7,50,66,633        |                    |

10.1 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.

# Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2016

## 11. NON-CURRENT INVESTMENTS

|   | As at 31.03.2016 |                       |                         | As at 31.03.2015      |                         |
|---|------------------|-----------------------|-------------------------|-----------------------|-------------------------|
|   | FACE VALUE / NAV | NO. OF SHARES / UNITS | BOOK VALUE              | NO. OF SHARES / UNITS | BOOK VALUE              |
|   | ₹                |                       | ₹                       |                       | ₹                       |
| <b>A. Non-Trade</b>   |                  |                       |                         |                       |                         |
| (Valued at cost unless stated otherwise)  |                  |                       |                         |                       |                         |
| <b>Quoted Equity Instruments :</b>  |                  |                       |                         |                       |                         |
| <b>Other Bodies Corporate</b>   |                  |                       |                         |                       |                         |
| Rajahbhat Tea Co. Ltd. (Note 11.1)  | 10               | 100                   | 533                     | 100                   | 533                     |
| The Calcutta Investment Co. Ltd. (Note 11.1)                                    | 100              | —                     | —                       | 400                   | 21,300                  |
| Coffee Day Enterprises Ltd.   | 10               | 60975                 | 1,99,99,800             | —                     | —                       |
| <b>Unquoted Equity Instruments :</b>  |                  |                       |                         |                       |                         |
| <b>Other Bodies Corporate</b>   |                  |                       |                         |                       |                         |
| 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                  |
| <b>Preference Shares :</b>  |                  |                       |                         |                       |                         |
| <b>Quoted Redeemable Preference Shares</b>                                      |                  |                       |                         |                       |                         |
| <b>Other Bodies Corporate</b>   |                  |                       |                         |                       |                         |
| JSW Steel Ltd.  | 10               | 2,000                 | 20,000                  | 2,000                 | 20,000                  |
| (0.01% Cumulative Redeemable Preference Shares)                                 |                  |                       |                         |                       |                         |
| <b>Un-Quoted Redeemable Preference Shares</b>                                   |                  |                       |                         |                       |                         |
| <b>Other Bodies Corporate</b>   |                  |                       |                         |                       |                         |
| 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. (9% Non-Cumulative Redeemable Preference Shares) | 100              | 65,000                | 65,00,000               | 65,000                | 65,00,000               |
|   |                  |                       | <b>3,40,43,043</b>      |                       | <b>1,40,64,543</b>      |
|   |                  |                       | <b>As at 31.03.2016</b> |                       | <b>As at 31.03.2015</b> |
| Aggregate Book value of the Quoted Investments                                  |                  |                       | 2,00,00,333             |                       | 41,833                  |
| Aggregate Market value of the Quoted Investments                                |                  |                       | 1,36,59,600             |                       | 10,760                  |
| Aggregate Book value of the Unquoted Investments                                |                  |                       | 1,40,42,710             |                       | 1,40,22,710             |
|   |                  |                       | <b>3,40,43,043</b>      |                       | <b>1,40,64,543</b>      |

11.1 Market quotation in respect of non traded shares are not available since long, therefore the market value of these investments has not been stated

11.2 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.

# Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2016

11.3 Particulars of Investments as required in terms of Section 186(4) of the Companies Act, 2013 have been disclosed under Note No. 11.

## 12 DEFERRED TAX ASSETS (NET)

The components of Deferred Tax Assets and Liabilities are as follows

|  | Opening<br>balance as on<br>01.04.2015 | Charge/<br>(Credit)<br>for the year | Closing<br>balance as on<br>31.03.2016 |
|--|--|-------------------------------------|--|
| <b>Deferred Tax Liabilities :</b>            |  |                                     |  |
| Depreciation Difference                      | 46,07,514                              | 7,64,914                            | 53,72,428                              |
| <b>Deferred Tax Assets :</b>                 |  |                                     |  |
| Expenditure allowable on payment basis       | 68,14,286                              | (72,22,087)                         | 1,40,36,373                            |
| <b>Net Deferred Tax (Assets)/Liabilities</b> | <b>(22,06,772)</b>                     | <b>(64,57,173)</b>                  | <b>(86,63,945)</b>                     |

|   | Note No.    | As at<br>31.03.2016<br>₹ | As at<br>31.03.2015<br>₹ |
|---|-------------|--------------------------|--------------------------|
| <b>13. LONG TERM LOANS AND ADVANCES</b>           |             |                          |                          |
| (Unsecured and considered good by the Management) |             |                          |                          |
| Loan Given  |             |                          |                          |
| To Related Parties                                | 29          | 2,50,00,000              | 2,50,00,000              |
| To Bodies Corporate                               | 13.2        | —                        | 60,00,000                |
| To Others   | 13.1 & 13.2 | 63,00,000                | 75,00,000                |
| Sundry Deposits                                   |             | 19,46,832                | 44,01,436                |
| Balances with Govt. Authority                     |             | 15,68,948                | 18,02,509                |
|   |             | <b>3,48,15,780</b>       | <b>4,47,03,945</b>       |

13.1 ₹ 63,00,000 (Previous year ₹ 75,00,000/-) included under loans to others as above and ₹ 12,00,000 shown under loans and advances (Note 19) 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. 14) 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.

13.2 Represents loan granted for their business purposes.

|                                     | Note No. | As at<br>31.03.2016<br>₹ | As at<br>31.03.2015<br>₹ |
|-------------------------------------|----------|--------------------------|--------------------------|
| <b>14. OTHER NON-CURRENT ASSETS</b> |          |                          |                          |
| Others                              |          |                          |                          |
| Interest receivable on Loans        | 13.1     | 96,96,000                | 96,96,000                |
|                                     |          | <b>96,96,000</b>         | <b>96,96,000</b>         |

# Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2016

## 15. CURRENT INVESTMENTS (Non-Trade)

|  | As at 31.03.2016 |                       |                     | As at 31.03.2015      |                    |
|--|------------------|-----------------------|---------------------|-----------------------|--------------------|
|  | FACE VALUE / NAV | NO. OF SHARES / UNITS | BOOK VALUE          | NO. OF SHARES / UNITS | BOOK VALUE         |
|  | ₹                |                       | ₹                   |                       | ₹                  |
| <b>Investment in Mutual Funds (Quoted)</b>                           |                  |                       |                     |                       |                    |
| Kotak Bond Scheme Plan A - Growth                                    |                  | —                     | —                   | 6,30,506.4490         | 2,48,36,000        |
| Franklin India Ultra Short Bond Fund Super Institutional Plan Growth | 17.8286          | 1,761.2390            | 31400               | 17,61.2390            | 31,400             |
| Reliance Capital Builder Fund-Series A Dividend-DP                   | 10.0000          | 9,38,100.0000         | 9381000             | 9,38,100.0000         | 93,81,000          |
| HDFC Equity Fund Growth Plan   | 478.3330         | —                     | —                   | 10,452.9690           | 50,00,000          |
| UTI Midcap Fund - Growth Plan  | 69.4528          | —                     | —                   | 35,995.6690           | 25,00,000          |
| Kotak FMP Series 127 730 Days Growth (NFO)                           | 10.0000          | —                     | —                   | 10,00,000.0000        | 1,00,00,000        |
| Kotak Select Focus Fund - Growth                                     | 19.5470          | —                     | —                   | 17,64,975.7260        | 3,45,00,000        |
| ICICI Prudential Export & Other Service Fund                         | 28.1628          | —                     | —                   | 1,06,523.5050         | 30,00,000          |
| HDFC Liquid Fund Growth  | 2905.2679        | 1,614.2380            | 4689794             | —                     | —                  |
| ICICI Prudential Flexible Income Regular Plan Growth                 | 277.7235         | 17,160.2840           | 4765814             | —                     | —                  |
| Kotak Treasury Advantage Fund Regular Plan Growth                    | 23.6548          | 11,47,786.8470        | 27150626            | —                     | —                  |
| UTI Liquid Cash Plan Institutional Growth Option                     | 2406.2891        | 1,155.8220            | 2781242             | —                     | —                  |
| Kotak FMP Series 187 1146 Days Regular Plan Growth                   | 10.0000          | 20,00,000.0000        | 20000000            | —                     | —                  |
| Kotak Floater Short Term Regular Plan Growth                         | 2456.6732        | 12,607.1105           | 30971550            | —                     | —                  |
| Zodius Technology Opportunities Fund                                 |                  |                       | 1000000             |                       |                    |
|  |                  |                       | <u>10,07,71,426</u> |                       | <u>8,92,48,400</u> |
| Aggregate NAV of Investments in Mutual Fund                          |                  |                       | 10,24,26,745        |                       | 10,08,07,091       |
| Aggregate Book Value of the Investments                              |                  |                       | 10,07,71,426        |                       | 8,92,48,400        |

15.1 Particulars of Investments as required in terms of Section 186(4) of the Companies Act, 2013 have been disclosed under Note No. 15.

|  | As at 31.03.2016 |                    | As at 31.03.2015 |                    |
|--|------------------|--------------------|------------------|--------------------|
|  |                  | ₹                  |                  | ₹                  |
| <b>16. INVENTORIES</b>                             |                  |                    |                  |                    |
| (As taken, valued and certified by the Management) |                  |                    |                  |                    |
| Stores and Spare Parts                             | 1,09,10,681      |                    | 1,11,72,187      |                    |
| Less : Provision of Obsolete Stock                 | (1,45,413)       | 1,07,65,268        | (1,45,413)       | 1,10,26,774        |
| Stock of Foodstuff                                 |                  | 4,01,581           |                  | 91,878             |
| Stock of Tea                                       |                  | 78,09,746          |                  | 23,30,808          |
|  |                  | <u>1,89,76,595</u> |                  | <u>1,34,49,460</u> |

# Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2016

|   | As at<br>31.03.2016<br>₹ |                     | As at<br>31.03.2015<br>₹ |                     |
|---|--------------------------|---------------------|--------------------------|---------------------|
| <b>A. Information of tea sale and stock</b>   | Quantity<br>(Kgs)        | Value<br>(₹)        | Quantity<br>(Kgs)        | Value<br>(₹)        |
| Gross Sale  | 13,15,972                | 25,66,96,730        | 12,42,845                | 21,82,76,665        |
| Tea Cess  |                          | 6,85,540            |                          | 6,17,584            |
| Net Sale  |                          | <u>25,60,11,190</u> |                          | <u>21,76,59,081</u> |
| Opening Stock   | 16,437                   | 23,30,808           | 20,213                   | 25,37,460           |
| Closing Stock   | 51,226                   | 78,09,746           | 16,437                   | 23,30,808           |
| <b>B. Details of Raw Material consumed<br/>(100% indigeneous)</b>   |                          |                     |                          |                     |
| I. Green Tea Leaves plucked from own tea estate<br>(Value of green leaf produced in Company's own estate is not ascertainable since production involves an integrated process of growing and cultivation) | 53,77,456                |                     | 44,82,519                |                     |
| II. Green Tea Leaves purchased and consumed   | 8,94,223                 | 1,65,50,294         | 12,50,163                | 2,49,21,501         |
| <b>17. TRADE RECEIVABLES</b>  |                          |                     |                          |                     |
| (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   |                          | 81,160              |                          | 71,001              |
| Other Debts   |                          |                     |                          |                     |
| – Considered Good   |                          | 25,12,251           |                          | 6,35,193            |
|   |                          | <u>25,93,411</u>    |                          | <u>7,06,194</u>     |
| <b>18. CASH AND BANK BALANCES<br/>(As certified by the Management)</b>  |                          |                     |                          |                     |
| Cash and Cash Equivalents :   |                          |                     |                          |                     |
| Balances with Scheduled Banks :   |                          |                     |                          |                     |
| Allahabad Bank (Current Account)  | 6.1                      | —                   |                          | 5,80,188            |
| – Current Accounts  |                          | 27,98,787           |                          | 29,28,057           |
| – Dividend Accounts   |                          | 11,09,987           |                          | 11,13,434           |
| Cash-in-Hand  |                          | 30,43,349           |                          | 6,09,712            |
|   |                          | <u>69,52,123</u>    |                          | <u>52,31,391</u>    |

# Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2016

|   | Note<br>No. | As at<br>31.03.2016<br>₹                 | As at<br>31.03.2015<br>₹                 |
|---|-------------|--|--|
| <b>19. SHORT TERM LOANS AND ADVANCES</b>                |             |  |  |
| (Unsecured & considered good by the Management)         |             |  |  |
| Loan Given  |             |  |  |
| To Others   | 13.1 & 13.2 | 12,00,000                                | 12,00,000                                |
| Advances recoverable in Cash or Kind                    |             | 72,83,699                                | 59,54,621                                |
| Sundry Deposits   |             | 18,376                                   | 35,16,645                                |
|   |             | <b>85,02,075</b>                         | <b>1,06,71,266</b>                       |
| <b>20. OTHER CURRENT ASSETS</b>                         |             |  |  |
| Interest receivable on Loans & Advances                 |             | 18,61,310                                | 19,24,234                                |
|   |             | <b>18,61,310</b>                         | <b>19,24,234</b>                         |
|   |             | For the year<br>ended<br>31.03.2016<br>₹ | For the year<br>ended<br>31.03.2015<br>₹ |
| <b>21. REVENUE FROM OPERATIONS</b>                      |             |  |  |
| Sale of Tea   |             | 25,66,96,730                             | 21,82,76,665                             |
| Other Operating Revenue                                 |             | 21,90,150                                | —  |
| Less : Tea Cess   |             | (6,85,540)                               | (6,17,584)                               |
| Net Revenue from Operations                             |             | <b>25,82,01,340</b>                      | <b>21,76,59,081</b>                      |
| <b>22. OTHER INCOME</b>                                 |             |  |  |
| Dividend from non-current investments                   |             | —  | 11,501                                   |
| Profit on Sale of Fixed Assets (Net)                    |             | 87,292                                   | —  |
| Profit on Sale of Current Investment (Net)              |             | 57,676                                   | 87,50,092                                |
| Profit on Sale of Non Current Investment (Net)          |             | 32,08,065                                | —  |
| Interest on Loans & Deposits                            |             | 35,16,163                                | 31,79,818                                |
| Provision / Liabilities no longer required written back |             | 3,12,002                                 | 2,99,118                                 |
| Sundry Credit Balance written back                      |             | 71,003                                   | 1,62,428                                 |
| Insurance Claim   |             | 21,282                                   | —  |
| Miscellaneous Receipts                                  |             | 4,17,410                                 | 34,024                                   |
|   |             | <b>76,90,893</b>                         | <b>1,24,36,981</b>                       |



# Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2016

|  | Note No. | For the year ended<br>31.03.2016<br>₹ | For the year ended<br>31.03.2015<br>₹ |
|--|----------|---------------------------------------|---------------------------------------|
| <b>23. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE</b> |          |                                       |                                       |
| Opening Stock of Tea   |          | 23,30,808                             | 25,37,460                             |
| Closing Stock of Tea   |          | 78,09,746                             | 23,30,808                             |
|  |          | <b>(54,78,938)</b>                    | <b>2,06,652</b>                       |
| <b>24. EMPLOYEE BENEFIT EXPENSE</b>  |          |                                       |                                       |
| Salaries and Wages   |          | 6,31,06,854                           | 4,60,61,257                           |
| Contribution to Provident and Other Funds  |          | 77,37,371                             | 66,95,593                             |
| Staff Welfare Expense  |          | 3,52,10,711                           | 2,81,68,896                           |
|  |          | <b>10,60,54,936</b>                   | <b>8,09,25,746</b>                    |
| <b>25. FINANCE COST</b>  |          |                                       |                                       |
| Interest Expense   |          | 4,15,457                              | 9,19,068                              |
|  |          | <b>4,15,457</b>                       | <b>9,19,068</b>                       |
| <b>26. OTHER EXPENSES</b>  |          |                                       |                                       |
| Consumption of Stores and Spare Parts  |          | 1,11,43,809                           | 1,31,40,921                           |
| Power and Fuel   |          | 2,60,07,852                           | 2,52,21,713                           |
| Rent   |          | 5,17,329                              | 5,21,087                              |
| Repairs and maintenance  |          |                                       |                                       |
| Buildings  |          | 59,90,558                             | 46,99,343                             |
| Plant and Machinery  |          | 49,34,921                             | 37,78,780                             |
| Others   |          | 50,64,016                             | 35,68,807                             |
| Insurance  |          | 8,52,908                              | 7,00,401                              |
| Rates and Taxes  |          | 16,38,491                             | 11,63,028                             |
| Travelling and conveyance  |          | 35,48,896                             | 29,12,692                             |
| Transport Expenses   |          | 33,53,889                             | 30,76,549                             |
| Legal and Professional charges   | 26.1     | 13,19,278                             | 15,39,365                             |
| Directors' Fees  |          | 29,000                                | 34,000                                |
| Brokerage & Selling Commission   |          | 36,30,633                             | 28,94,883                             |
| Despatching & Selling Expenses   |          | 77,54,823                             | 72,56,334                             |
| Subscription   |          | 7,85,586                              | 7,84,526                              |
| Cess on Green Leaves   |          | 21,50,982                             | 18,06,407                             |
| Sundry Debit Balance written off   |          | 71,759                                | 4,338                                 |
| Loss on sale of Fixed Assets (net)   |          | —                                     | 144                                   |
| Loss on sale of Non Current Investments (Net)  |          | —                                     | 45,84,431                             |
| Miscellaneous Expenses   |          | 97,78,195                             | 84,26,202                             |
|  |          | <b>8,85,72,925</b>                    | <b>8,61,13,951</b>                    |

# Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2016

|   | For the year<br>ended<br>31.03.2016<br>₹ | For the year<br>ended<br>31.03.2015<br>₹ |
|---|--|--|
| 26.1 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   | 45,000                                   | 75,000                                   |
| Service Tax on above  | 23,025                                   | 23,484                                   |
|   | <b>1,83,025</b>                          | <b>2,13,484</b>                          |
| 26.2 Expenditure in Foreign currency  |  |  |
| Travelling Expenses   | 7,86,014                                 | 4,63,593                                 |
| <b>27. PROVISION FOR TAXES</b>  |  |  |
| Current Tax   | 11,31,290                                | 36,87,000                                |
|   | <b>11,31,290</b>                         | <b>36,87,000</b>                         |
| 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.   |  |  |
| <b>28. Contingent Liabilities and capital commitments<br/>(to the extent not provided for)</b>  |  |  |
| <b>28.1 Contingent Liability</b>  |  |  |
| Income Tax Matter under Appeal  | 24,39,380                                | —  |
| <b>28.1.1.</b> 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. |  |  |
| <b>28.2. Capital Commitments</b>  |  |  |
| Estimated amount of contract remaining to be executed on capital account (net of advance of Rs. 1,50,000/-) Rs. 1,79,550/- (Previous year Rs. 1,79,550/-).  |  |  |

**29. 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. A. K. Jalan (Relative of Director)<br>Mr. S. P. Jalan (Relative of Director)<br>Mr. Anirudha Jalan ( Director)<br>Mrs. Indra Jalan (Director) |
| c. Enterprises where Directors and relatives have significant influence       | Creative Services (P) Ltd.<br>Hasimara Industries Ltd.<br>James Alexander & Co. Ltd.  |

# Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2016

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

|  | Director/<br>Relatives<br><br>₹ | Enterprises<br>where Directors<br>and relatives have<br>significant influence<br><br>₹ |
|--|---------------------------------|--|
| <b>I. Nature of Transaction</b>  |                                 |  |
| Director's Fees  | 12,000<br>(14,000)              | —<br>(—)   |
| Remuneration paid to S. P. Jalan (Relative of Director)                                    | 12,62,567<br>(8,19,007)         | —<br>(—)   |
| Rent paid<br>Srikrishna Arjun Trading & Investments Co. (P) Ltd.                           |                                 | 2,06,100<br>(2,09,888)   |
| Maintenance Charges & Other Charges<br>Srikrishna Arjun Trading & Investments Co. (P) Ltd. |                                 | 1,44,564<br>(1,35,640)   |
| Loans given / (repaid)   |                                 |  |
| Srikrishna Arjun Trading & Investments Co. (P) Ltd.  |                                 | —<br>(75,00,000)   |
| Interest received :<br>Hasimara Industries Ltd.  |                                 | 21,00,000<br>(21,00,000)   |
| Srikrishna Arjun Trading & Investments Co. (P) Ltd.  |                                 | 9,00,000<br>(4,19,178)   |
| <b>II. Balance Outstanding :</b>   |                                 |  |
| i. Loans given   |                                 |  |
| Hasimara Industries Ltd.   | —<br>(—)                        | 1,75,00,000<br>(1,75,00,000)   |
| Srikrishna Arjun Trading & Investments Co. (P) Ltd.  |                                 | 75,00,000<br>(75,00,000)   |
| ii. Investments  |                                 |  |
| Hasimara Industries Ltd.   | —<br>(—)                        | 75,00,000<br>(75,00,000)   |
| Creative Services (P) Ltd.   | —<br>(—)                        | 65,00,000<br>(65,00,000)   |
| iii. Others  |                                 |  |
| Hasimara Industries Ltd.   | —<br>(—)                        | 4,69,918<br>(4,66,027)   |
| Creative Services (P) Ltd.   | —<br>(—)                        | 5,00,000<br>(5,00,000)   |
| Srikrishna Arjun Trading & Investments Co. (P) Ltd.  |                                 | 8,10,000<br>(3,77,260)   |

"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 31.3.2016 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.
30. 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, 2016

31. 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 :

|   | 2015-16   | 2014-15   |
|---|-----------|-----------|
| Employer's Contribution to Provident Fund | 66,40,939 | 57,54,601 |
| Employer's Contribution to Pension Fund   | 2,83,599  | 2,14,562  |

**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) |               |
|---|---------------------|---------------|
|   | 31.03.2016          | 31.03.2015    |
| 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  | 36,261              | 29,557        |
| Interest Cost   | 3,250               | 2,632         |
| Current Service Cost  | 2,577               | 2,019         |
| Actuarial (gain) / loss on obligations  | 5,724               | 3,798         |
| Benefits paid   | (3,044)             | (1,745)       |
| Liability at the end of the year  | <b>44,768</b>       | <b>36,261</b> |

|  |         |         |
|--|---------|---------|
| 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  | 3,044   | 1,745   |
| Benefits Paid  | (3,044) | (1,745) |
| Actuarial gain / (loss) on Plan Assets   | —       | —       |
| Fair value of Plan Assets at the end of the year   | —       | —       |

|  |               |               |
|--|---------------|---------------|
| iii. <b>Amount recognised in Balance Sheet</b>   |               |               |
| Liability at the end of the year                 | 44,768        | 36,261        |
| Fair value of Plan Assets at the end of the year | —             | —             |
| Amount Recognised in the Balance Sheet           | <b>44,768</b> | <b>36,261</b> |

# Tyroon Tea Company Limited

Notes to the Financial Statements for the year ended 31st March, 2016

|   | 31.03.2016        | 31.03.2015        |                   |                   |                   |
|---|-------------------|-------------------|-------------------|-------------------|-------------------|
| <b>iv. Expenses Recognised in the Income Statement</b>              |                   |                   |                   |                   |                   |
| Current Service Cost  | 2,577             | 2,019             |                   |                   |                   |
| Interest Cost   | 3,250             | 2,632             |                   |                   |                   |
| Expected Return on Plan Assets                                      | —                 | —                 |                   |                   |                   |
| Net Actuarial (gain)/loss to be Recognised                          | 5,724             | 3,798             |                   |                   |                   |
| <b>Expenses Recognised in Profit &amp; Loss Account</b>             | <b>11,551</b>     | <b>8,449</b>      |                   |                   |                   |
| <b>v. Balance Sheet Reconciliation</b>                              |                   |                   |                   |                   |                   |
| Opening Net Liability   | 36,261            | 29,557            |                   |                   |                   |
| Expenses as above   | 11,551            | 8,449             |                   |                   |                   |
| Employer's Contribution   | (3,044)           | (1,745)           |                   |                   |                   |
| <b>Amount Recognised in Balance Sheet</b>                           | <b>44,768</b>     | <b>36,261</b>     |                   |                   |                   |
| <b>vi. Principal Actuarial assumptions at the Balance Sheet</b>     |                   |                   |                   |                   |                   |
| Discount Rate   | 8.00%             | 8.00%             |                   |                   |                   |
| Rate of Return on Plan Assets                                       | 0.00%             | 0.00%             |                   |                   |                   |
| <b>vii. Experience gain /(loss) adjustments on plan liabilities</b> | <b>31.03.2016</b> | <b>31.03.2015</b> | <b>31.03.2014</b> | <b>31.03.2013</b> | <b>31.03.2012</b> |
|   | 3,609             | 740               | (174)             | 2,139             | 511               |
| <b>viii. Present value of Defined Benefit Obligation</b>            | <b>44,768</b>     | <b>36,261</b>     | <b>29,557</b>     | <b>28,721</b>     | <b>24,583</b>     |

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)

|   | <b>Leave Salary (Unfunded)</b> |                   |
|---|--------------------------------|-------------------|
|   | <b>31.03.2016</b>              | <b>31.03.2015</b> |
| 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  | 702                            | —                 |
| Interest Cost   | —                              | —                 |
| Current Service Cost  | —                              | —                 |
| Actuarial (gain) / loss on obligations  | —                              | —                 |
| Benefits paid   | (46)                           | —                 |
| <b>Liability at the end of the year</b>   | <b>656</b>                     | <b>—</b>          |

|  | 31.03.2016 | 31.03.2015 |            |            |            |
|--|------------|------------|------------|------------|------------|
| 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  | 46         | —          |            |            |            |
| Benefits Paid  | (46)       | —          |            |            |            |
| Actuarial gain / (loss) on Plan Assets   | —          | —          |            |            |            |
| Fair value of Plan Assets at the end of the year   | —          | —          |            |            |            |
| iii. <b>Amount recognised in Balance Sheet</b>   |            |            |            |            |            |
| Liability at the end of the year   | 656        | —          |            |            |            |
| Fair value of Plan Assets at the end of the year   | —          | —          |            |            |            |
| Amount Recognised in the Balance Sheet   | <b>656</b> | —          |            |            |            |
| iv. <b>Expenses Recognised in the Income Statement</b>   |            |            |            |            |            |
| Current Service Cost   | —          | —          |            |            |            |
| Interest Cost  | —          | —          |            |            |            |
| Expected Return on Plan Assets   | —          | —          |            |            |            |
| Net Actuarial (gain)/loss to be Recognised   | —          | —          |            |            |            |
| <b>Expenses Recognised in Profit &amp; Loss Account</b>  | —          | —          |            |            |            |
| v. <b>Balance Sheet Reconciliation</b>   |            |            |            |            |            |
| Opening Net Liability  | 702        | —          |            |            |            |
| Expenses as above  | —          | —          |            |            |            |
| Employer's Contribution  | (46)       | —          |            |            |            |
| <b>Amount Recognised in Balance Sheet</b>  | <b>656</b> | —          |            |            |            |
| vi. <b>Principal Actuarial assumption at the Balance Sheet</b>   |            |            |            |            |            |
| Discount Rate  | 8.00%      | —          |            |            |            |
| Rate of Return on Plan Assets  | 0.00%      | —          |            |            |            |
| vii. Experience gain /(loss) adjustments on plan liabilities   | 31.03.2016 | 31.03.2015 | 31.03.2014 | 31.03.2013 | 31.03.2012 |
|  | —          | —          | —          | —          | —          |
| viii. Present value of Defined Benefit Obligation  | 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.

32. 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.

| 33. EARNINGS PER SHARE  | Year ended<br>31.03.2016 | Year ended<br>31.03.2015 |
|---|--------------------------|--------------------------|
| Net Profit/(Loss) attributable to equity shareholders (₹)                 | 2,52,43,800              | (14,89,531)              |
| Weighted average number of equity shares issued                           | 34,02,100                | 34,02,100                |
| Basic and diluted earnings per share (₹)<br>(Face value ₹ 10/- per share) | 7.42                     | (0.44)                   |

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

|                                      |  |  |  |           |
|--------------------------------------|--|--|--|-----------|
| Kolkata<br>The 30th day of May, 2016 | FOR LODHA & CO.<br>Chartered Accountants<br>H. K. VERMA<br>Partner | K. C. MISHRA<br>Company Secretary<br>& CFO | For and on behalf of the Board<br>S. ISSAR<br>S. K. KEJRIWAL | Directors |
|--------------------------------------|--|--|--|-----------|



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