

# **ANNUAL REPORT**

**2010-2011**

**{12 Months}**



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**GREENLINE TEA & EXPORTS LTD**

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# **GREENLINE TEA & EXPORTS LIMITED**

## *27th Annual Report (12 Months) 2010-2011*

### **BOARDS OF DIRECTORS**

Vijay Kishanlal Kedia, *Chairman Non-Executive*  
Prince Tulsian, *Managing Director*  
Bhagwati Prasad Lohia  
Nadir Umedali Dhrolia

### **AUDITORS**

**Sanjay P. Agarwal & Associates**  
Chartered Accountants  
4, Fairlie Place, "HMP House",  
Mazzenine Floor, Room No. M-29  
Kolkata 700 001

### **BANKERS**

Indian Bank  
UCO Bank

### **REGISTERED OFFICE**

14, N. S. Road, 3rd Floor  
Sathi Chamber, Room No. 314B,  
Kolkata - 700 001

### **REGISTRAR & SHARE TRANSFER AGENT**

**R & D Infotech Pvt. Ltd.**  
7A, Beltala Road, 1st Floor  
Kolkata - 700 026



## **GREENLINE TEA & EXPORTS LTD.**

**Notice** is hereby given that the 27th Annual General Meeting of the Members of Greenline Tea & Exports Limited will be held at Central Calcutta Traders Association Hall, 44, Motisil Street, Kolkata - 700 013. 10th March, 2012 at 10.30 A.M. to transact the following business :

### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 30th September 2011 (12 months) and the Profit & Loss Account for the year ended on that date and the reports of the Auditors' and Directors' thereon.
2. To appoint any director in place of Mr. Prince Tulsian, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. Sanjay P. Agarwal & Associates, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

### **SPECIAL BUSINESS :**

To consider and if though fit to pass, without modification(s) the following resolution as Ordinary Resolutions :-

1. **RESOLVED** that pursuant to provisions of Section 257 and all other applicable provisions, if any of the Companies Act, 1956, Mr. Vijay Kishanlal Kedia, who was appointed as an Additional Director of the Company and who under Section 260 of the Companies Act, 1956 holds office only up to the date of this Annual General Meeting be and is hereby appointed as the Director of the Company.

**FURTHER RESOLVED** that Mr. Vijay Kishanlal Kedia be and is hereby appointed as Non-executive Chairman of the Company, subject to the provisions of the Companies Act, 1956.

**RESOLVED** that pursuant to provisions of Section 257 and all other applicable provisions, if any of the Companies Act, 1956, Mr. Bhagwati Prasad Lohia, who was appointed as an Additional Director of the Company and who under Section 260 of the Companies Act, 1956 holds office only up to the date of this Annual General Meeting be and is hereby appointed as the Director of the Company.

**RESOLVED** that pursuant to provisions of Section 257 and all other applicable provisions, if any of the Companies Act, 1956, Mr. Nadir Umedali Dhrolia, who was appointed as an Additional Director of the Company and who under Section 260 of the Companies Act, 1956 holds office only up to the date of this Annual General Meeting be and is hereby appointed as the Director of the Company.



## GREENLINE TEA & EXPORTS LTD.

### NOTE :

- i) A MEMBER ENTITLED TO ATTEND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- ii) A Proxy to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the meeting.
- iii) The Register of Members and Share Transfer Books will remain closed from 05.03.2012 to 10.03.2012 (both days inclusive)
- iv) Members are requested to bring with them the Attendance Slip attached hereto duly filled in and signed and also their respective copies of the Annual Report.
- v) Any query relating to Accounts must be sent to the Company's registered office at 14, N. S. Road, 3rd Floor, Suit No. 314B, Sathi Chamber, Kolkata - 700 001, at least 7 days before the date of the meeting, otherwise the company shall not be answerable to entertain any other query raised at the meeting.
- vi) Details in terms of clause 49 of listing agreement in respect of the Directors.

Place : Kolkata

Dated : 28th January, 2012

For and on Order of the Board

Prince Tulsian  
Managing Director



# GREENLINE TEA & EXPORTS LTD.

## DIRECTORS' REPORT

To

The Members,

Your Director has pleasure in submitting **27th Annual Report** together with Audited statement of Account for the period (12 months) ended on 30th, September 2011.

### OPERATIONS OF THE COMPANY :

The details of operating results for the year are furnished below :

(Rupees in lacs)

Financial Results	30.09.2011	30.09.2010
Gross Sales	239.84	182.01
Increase/(Decrease) in Stock	48.05	19.83
Other Income	48.07	82.34
Gross Income	335.96	284.18
Less : Total Expenditure	225.09	174.67
Profit (Loss) Before Depreciation and Tax	43.15	69.85
Less : Depreciation	11.64	13.92
Profit (Loss) After Depreciation Before Tax	31.51	55.93
Less : Interest	12.55	25.13
Profit (Loss) After Depreciation, Int Before Tax	18.96	30.80
Less : Provision For Tax & FBT	—	—
Profit (Loss) After Tax	18.96	30.80
Balance carried forward from previous year	(59.38)	(91.91)
	(40.42)	(61.11)
Revaluation reserve written back	1.39	1.73
Amount Carried to Balance Sheet	(39.03)	(59.38)

### PERFORMANCE :

During the Year, the company has taken efficient measures to control its costs and increase its sales and that has helped the Company to remain in Profits. The management also decided to diversify and expand the business of the company through F.M.C.G. business and include Food, Pharma and Cosmetics along with Tea in the main line of its Business.



## GREENLINE TEA & EXPORTS LTD.

### **DIVIDEND :**

In view of the losses incurred in earlier years and requirement of funds, your Directors regret their inability to recommend any dividend.

### **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to the provisions of sub-section (2AA) of Section 217 of the Companies Act, 1956, your Directors confirm :

- i. That the preparation of the Annual Accounts, the applicable accounting Standards had been followed along with proper explanation, relating to material departures;
- ii. That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the financial period as on 30th, September 2011 and of the profit of the company for that period;
- iii. That the directors had taken proper and sufficient care for the maintenance of adequate account records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and iv) that the Directors had prepared the annual accounts on a going concern basis.

### **STATUTORY REQUIREMENTS**

- A) As per provision of section 217(2A) of the companies Act, 1956 the statement of particulars of the employees, etc forms part of this report. However, as per the provisions of section 219 (1) (b)(iv) of companies Act 1956, the Annual Report excluding the above said information is being sent to all the members and other entitled persons. Any member interested in being sent to all the members and other entitled persons. Any member interested in obtaining such particulars may write to the company Secretary at the registered office of the company.
- B) A statement showing particulars of the conservation of energy etc. as are required under Sec (1) (e) of the Companies Act, 1956 read with the Companies' (disclosures of Particulars in the Report of Board of Directors) Rules, 1988 is annexed herewith.

### **CORPORATE GOVERNANCE AND COMPLIANCE CERTIFICATE :**

A separate report on Corporate Governance is enclosed as a part of this Annual Report. A certificate from the Auditor regarding compliance with Corporate Governance norms stipulated in clause 49 of the Listing Agreement is annexed to the Report on Corporate Governance.

### **LISTING STATUS :**

The securities of our company are listed at Bombay Stock Exchange Ltd, Mumbai. Trading in company's securities resumed on 29th November, 2011. The ISIN of equity shares of our company is



## GREENLINE TEA & EXPORTS LTD.

INE624M01014. Our Script Code in Bombay Stock Exchange is 530689. The equity shares of the company are admitted both in National Securities Depository Limited and in Central Depository Services (India) Limited.

### **PARTICULARS OF THE EMPLOYEES :**

None of the employees employed during the year was in receipt of remuneration in excess of the Prescribed limit specified in section 217 (2A) of the Companies Act, 1956 Hence, furnishing of particulars under the Companies Act (Particulars of Employees) 1975 does not arise.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The domestic consumption is increasing every year and exports are likely to improve further. Further this year has started again with lower carry forward stock. The above factors augur well for a steady tea market. Continuous extension programme is being implemented in the large vacant area of land available in our tea estate for three consecutive years will add up much more to the production of made tea and total development of the company. Based on these positive factors, we can take an optimistic view for the industry. The management also decided to diversify and expand the business of the company through F.M.C.G. business and include Food, Pharma and Cosmetics along with Tea in the main line of its Business.

### **AUDITORS :**

The Auditors Report and the Notes on Accounts being self-explanatory are not dealt with separately. The Auditors of the company M/s. Sanjay P. Agarwal & Associates, Chartered Accountant retires and being eligible offer themselves for re-appointment.

### **DIRECTORS :**

To appoint a director in place of Mr. Prince Tulsian, who retires his by rotation and being eligible offers himself for re-appointment.

### **ACKNOWLEDGMENT :**

The Directors wish to place on record their sincere thanks to the officials of concerned Govt. Departments Statutory Authorities, banks and other Institutions for their co-operation and assistance. The Directors also wish to express their sincere thanks to the shareholders and the investing public who have placed due trust on the company and the Staff and Employees for rendering loyal and efficient services to the company.

Place : Kolkata

Dated : 28th January, 2012

For and on Order of the Board

Prince Tulsian  
Managing Director



# GREENLINE TEA & EXPORTS LTD.

## ANNEXURE TO THE DIRECTORS REPORT :

Particular of conservation of energy and technology absorption in terms of Section 217 (1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules 1988 forming part of the Directors' Report for the period ended 30th September 2011.

### A. CONSERVATION OF ENERGY :

- (a) Energy conservation measures taken : Constant monitoring of power factor.
- (b) Additional Investment proposals, if any being implemented for Reduction of consumption of energy : Fuel inefficient engines will be phased out.
- (c) Impact of measures at (a) & (b) above for reduction of energy consumption and consequent impact on the Cost of Production of goods Benefits have accrued at tea factory of the Company.
- (d) Total energy consumption per unit of production.

### FORM — A

### FORM DISCLOSURE OF PARTICULARS WITH RESPECT OF CONSERVATION OF ENERGY :

#### Power and Fuel Consumption :

	Current Period (12 months)	Previous Period (15 months)
1. Electricity : (12 months)		
(a) Purchased Unit	147744.00	127912.00
Total Amount (Rs.)	1160739.00	1158607.00
Rate/Unit	7.85	9.05
(b) Own Generation		
(i) Through Diesels Generator Unit	1120129.38	904166.28
Unit per Ltr. of Diesel Oil	27937	25504
Cost/Unit.	40.09	35.45
(ii) Through Steam Not Applicable	—	—
Turbine/Generator Unit	—	—
(iii) Unit per Ltr. of Fuel	—	—
Oil/Gas	—	—
Cost/Unit	—	—
2. Coal (Consumed at garden)		
Qty. (MT)	378.101	325.191
Total Cost (Rs.)	1685768.13	1278350.73
Avg. Rate (Rs.)	4458.51	3931.07
3. Furnace Oil	36862.69	21164.27
Qty. (K. Ltrs.)	172.900	136.550
Avg. Rate	213.20	154.99
4. Other/Internal generation		





## GREENLINE TEA & EXPORTS LTD.

### B. CONSUMPTION PER UNIT PRODUCTION :

	Standard (If any)	Current Period (12 months)	Previous Year (15 months)
Production with details Unit	NIL	269429	201677
Electricity	NIL	4.30	3.15
Furnace Oil	NIL	7.30	9.53
Coal (Mixture)	NIL	6.25	6.33
Other (Specify)	NIL	NIL	NIL

### FORM — B

FORM DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION ADAPTION AND INNOVATION, RESEARCH AND DEVELOPMENT (R & D)

#### RESEARCH AND DEVELOPMENT (R & D)

1. Specific Areas in which A & B carried out by the Company.

The main concentration of R & D activity was in the field of plantation. Trials were carried out on turning cycle, growth regulators, optimum use of fertilizers and manures, some agro chemical were applied.

2. Benefit derived as a result of above R & D.

The findings helped to improve tea husbandry for sustained high cropping in years to come.

3. Future Plan of action :

Long terms trials will be continued to solve some problem and fresh field will be introduced for short term, medium term gains.

4. Expenditure on R & D :

	Current Year	Previous Year
(A) Capital	1,07,969.00	97,025.00
(B) Recurring	10,764.00	14,721.00
(C) Percentage of R & D expenditure on turnover	00.065	00.08

#### TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION :

1. Efforts in brief made towards technology absorption and innovation improvement were brought out in the manufacturing process by bringing in new generation machines and better processing conditions.



## GREENLINE TEA & EXPORTS LTD.

2. Benefits derived as a result of above efforts e.g. product improvement, cost reduction product development etc. Standardization of product and field practices to a large extent

3. Imported Technology NIL NIL

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO :** Current Yr. Previous Yr

Foreign Exchange outgo NIL NIL

Foreign Exchange earned NIL NIL

Place : Kolkata

Dated : 28th January, 2012

For and on Order of the Board  
Prince Tulsian  
Managing Director



## GREENLINE TEA & EXPORTS LTD.

### REPORT ON CORPORATE GOVERNANCE

Company Philosophy on Code of Governance :

The Company's core business is cultivation and production of Tea.

The Company strives to produce Teas of good quality. It has a large garden at Cachar in Assam

The Company endeavours to care for all its employees by providing medical and welfare facilities to its employees at maximum possible extent

The Company's overall philosophy is excellence in all spheres of its operations.

### Code of Conduct :

The Company has already implemented a Code of Conduct for all Board Members and Senior Managements of the company in compliance with clause 49(1) of the Listing Agreement.

### DECLARATION — COMPLIANCE WITH THE CODE OF CONDUCT

In accordance with clause 49 of the Listing Agreement with the Stock Exchanges, Prince Tulsian Managing Director of the Company, hereby declare that the Board Members and senior Management Personnel have affirmed compliance with the said Code of Conduct, as mentioned in this report, for the period ended on 30.09.2011.

Place : Kolkata

Date : 25.01.2012

For Greenline Tea & Exports Ltd.

Prince Tulsian

Managing Director

### Details of Board of Directors, Board Meetings & Annual General Meeting :

Name	Executive/ Non-Executive	Independent/ Non-Independent	No Of Directorship in Other Companies	No Of Board Meeting Attended	Whether Attended the Last AGM
Mr. Vijay Kishanlal Kedia	Non-Executive	Non-Independent	3	6	YES
Mr. Prince Tulsian	Executive	Non-Independent	NIL	6	YES
Mr. B. P. Lohia	Non-Executive	Independent	1	5	YES
Mr. G. S. S. Prasad *	Non-Executive	Independent	2	5	YES
Mr. Pratik Kedia *	Non-Executive	Independent	1	4	NO
Mr. S. K. Kejariwal *	Non-Executive	Independent	NIL	6	NO
Mr. Nadir Umedali Dhrolia	Non-Executive	Independent	1	1	NO

- ★ Mr. G. S. S. Prasad, Mr. Pratik Kedia & Mr. Sushil Kumar Kejariwal Directors resigned from the Board and their resignations were approved in the meeting of the Board of Directors on 26th November, 2011.
- Excludes Directorship in Indian Private Limited Companies, Foreign Companies, Companies u/s 25 of the Companies act, 1956
- The Director(s) are neither Chairman nor members of any other committee(s) other than Audit committee, grievance committee, remuneration committee of Greenline Tea & Exports Ltd as mentioned in this report.
- Leave of absence was given to Mr. Pratik Kedia for those meetings which he could not attend.



## GREENLINE TEA & EXPORTS LTD.

The Board of Directors includes one Executive and three Non-Executive Directors. During the period, Seven Board Meeting were held on 8th October 2010, 12th January 2011, 9th April 2011, 2nd May, 2011, 11th July, 2011 23rd August, 2011 and 29th September, 2011. Detailed Agenda is circulated/ sent to the Board in advance The Board discuss/ deliberate and decides on all the topics/ matters including those suggested in the Listing Agreement, as and when the requirement arises.

### Audit Committee :

The Audit Committee of the Company, inter-alia has the terms and roles as specified under Clause 49 of the listing Agreement/Section 292A of the Companies Act, 1956. The Audit Committee has the all three directors of the Company. The member of the Committee has suitable financial background. Mr. B. P. Lohia has good accounting knowledge and he is the Chairman of the committee and this committee consists of Mr. Prince Tulsian and Mr. S. K. Kejariwal. During the period, five meetings of the committee were held on 7th October, 2010, 15th December 2010, 17th February 2011, 16th May 2011 and 18th August 2011 and all members of the committee attended these meetings. The Main functions of the Audit Committee are following :

- To review the Quarterly, Half Yearly and Annual Accounts before submission to the Board.
- To recommend the Appointment, remuneration and removal of Statutory Auditors.
- To review the Company's financial policies.
- To review and suggest measures for bringing more transparency and fair view of account of the Company.

### Remuneration Committee :

The Committee is responsible for recommending to the Board the Remuneration of Whole time Directors. The Remuneration Committee consists of three Directors, Mr. S. K. Kejariwal is its Chairman and Mr. V. K. Kedia and Mr. B. P. Lohia are two other members of the committee. The Committee was formed in the year under review and has met once during the year on 5th October, 2010. The Committee has decided to fix Remuneration of Managing Director in its next meeting after considering the prospects of the Company. The Company has not paid any sitting fees to its Directors during the year under review.

### Investor Grievance and Share Transfer Committee :

- The Committee comprises of all its three Directors, Mr. B. P. Lohia as its Chairman and Mr. Prince Tulsian and Mr. Kejariwal are the other two members of the committee.
- Mr. Udayan Bal is the Compliance Officer.
- The committee has met Six times during the period.
- There were no pending complaints at the end of the period.

### General Body Meetings :

Location and time where the last three Annual General Meetings (AGMs) were held are as under :

Year Ended	Venue	Date	Time
1/7/2009 to 30/9/2010	6A, S. N. Banerjee Road, Kolkata - 13	28-03-2011	10:30 A.M.
1/4/2008 to 30/6/2009	26, Chowringhee Road, Kolkata-87	30-12-2009	9:30 A.M.
1/4/2007 to 31/3/2008	—— Do ——	30-09-2008	9:30 A.M.



## GREENLINE TEA & EXPORTS LTD.

### Disclosures :

The Company has not any transaction of significant material nature with the Directors and/or their relatives.

During the year under review that would have conflict with the interest of the Company at large. No penalty was levied on the Company for non-compliance of any laws or any matter relating to capital market, during the last three years.

### Means of Communication :

- No half-year report is sent to the shareholders directly.
- Quarterly results and Half-Yearly results are published in Newspapers such as Echo of India (English) and Aarthik Lipi (Bengali). These results are subject to Limited Review by the statutory auditors The Annual Audited Results are published.
- Committee E-mail address is greenline\_tea@yahoo.com
- No formal presentaiton has been made to Institutional Investors or Analyst during the Year.

### Compliance of Insider Trading Norms :

Company has adopted the code of internal procedures and thus complies with the insider trading norms.

### Shareholders Information :

#### 1. AGMs, Date, Time & Venue :

Saturday, the 10th March 2012 at 10.30 AM, at Central Calcutta Traders Association Hall, 44, Motisil Street, Kolkata - 700 013.

#### 2. Financial Calendar & Publication of Results :

The Financial Year of the Company is April to March but this time result is prepared for 12 Months i.e. October, 2010 to September 2011.

Publication of Results will be as follows :

Period
1st Quarter ending 31st December, 2011
2nd Quarter ending 31st March, 2012
3rd Quarter ending 30th June, 2012
Fourth Quarter September, 2012

#### Approval by the Board of Directors

2nd Week of January, 2012
2nd Week of April, 2011
2nd Week of July, 2012
Final Audited results including fourth Quarter AGM for the period ending at 30th September, 2012
AGM will be held in December 2012

#### 3. Book Closure :

From 05.03.2012 to 10.03.2012 (both days inclusive)



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## 4. Listing on Stock Exchanges :

Company's equity shares are listed and are under suspension at the following Stock Exchanges.

- The Calcutta Stock Exchange Association Ltd. (CSE), Kolkata,
- Jaipur Stock Exchange (JSE), Jaipur
- Madras Stock Exchange (MSE), Chennai and
- The Ahmedabad Stock Exchange (ASE), Ahmedabad.

Trading of its equity shares at BSE resumed from 29.11.2011. The Stock code of Company' Shares at BSE is 530689.

## 5. Market Price Date :

The present Market price of equity shares of the company in Bombay Stock Exchange as on 28.01.2012. is Rs. 5.95.

## 6. Share Transfer System :

All valid transfer request received from investors are registered with the approval of the Share Transfer Committee within 30 days from the date of lodgement of such request. The Company has appointed M/s. R & D Infotech Pvt. Ltd. of 7A, Beltala Road, 1st Floor, Kolkata - 700 026, as its Registrar and Share Transfer Agent for shares. ISIN of the company is INE624M01014.

The Company's shares are presently both in electronic and in physical form. Dematerialization process is on regular basis with NSDL and CDSL.

R-A-N-G-E IN NO. OF SHARES	R-A-N-G-E INVALUE OF SHARES	NUM. OF SHARE HOLDERS	% TO TOT HOLDERS	NUM. OF SHARES	% TO TOT HOLDING
UPTO to 500	UPTO to 5000	986	66.397%	363400	7.16%
501 to 1000	5010 to 10000	327	22.020%	271300	5.35%
1001 to 2000	10010 to 20000	80	5.387%	121500	2.39%
2001 to 3000	20010 to 30000	17	1.145%	43700	0.86%
3001 to 4000	30010 to 40000	9	0.606%	33400	0.66%
4001 to 5000	40010 to 50000	10	0.673%	47200	0.93%
5001 to 10000	50010 to 100000	14	0.943%	96000	1.89%
10001 to 50000	100010 to 500000	27	1.818%	932410	18.38%
50001 to 100000	500010 to 1000000	6	0.404%	497100	9.80%
100001 and Above	1000010 and Above	9	0.606%	2667800	52.58%
	<b>G-R-A-N-D T-O-T-A-L</b>	<b>1485</b>	<b>100.00%</b>	<b>5073810</b>	<b>100.00%</b>

The company has approved the transfer of control of the management of the company by the process of Postal ballot vide postal ballot notice dated 30/08/2011 with effect from September' 29, 2011. As such the share holding pattern of the Company as on 28th January, 2012 stand as mentioned in the following table :



Category	No. of Shares	% of equity
Promoter Group	700750	13.811%
Resident Body Corporate	4367660	86.082%
Banks/FI/FII/MF/Trust	5400	0.106%
NRI/OCB	Nil	Nil

The Company has not issued any of above instruments till date.

- Director retiring by rotation / reappointment : Prince Tulsian
- The ISIN for the dematerialized share of the company is INE624M01014
- The Company has not proposed / declared any dividend during the year.
- Financial Period (12 Months) from 01-10-2010 to 30-09-2011.

**For the current financial year, following is the calendar (tentative and subject to change)**

**e) Address for correspondence**

- Regd Office : 14, Netaji Subhas Road, 3rd Floor, Sathi Chamber  
Room No. 314B, Kolkata - 700 001.
- E-mail id of the Company : greenline\_tea@yahoo.com
- Telephone No. : (033) 3002 8835
- Share Transfer Agents : R & D Infotech Pvt Ltd., 7A, Beltala Road, 1st Floor, Kolkata - 700026. Telephone Nos. 91(33) 2419 2641. FAX. 91(033) 2419 2642.

**f) Stock Code — 530689 (Bombay Stock Exchange)**

g) Dematerialization of shares & liquidity : The shares are both in electronic and in physical mode as on 31.12.2011 :

Sr. No.	Particulars	No. of share holders	No. of shares	Percentage
1.	Physical Shares	1469	43,67,760	86.08%
2.	Electronic Shares	16	7,06,050	13.92%
	<b>Total</b>	<b>1485</b>	<b>5073810</b>	<b>100%</b>



## GREENLINE TEA & EXPORTS LTD.

h) Outstanding GDRs/ADRs/Warrants or any Convertible instruments.

Conversion date and likely impact on equity :

Nil

i) The details of related parties' viz.; Promoters, Directors or the

Management, their Subsidiaries or relatives conflicting with Company's interest :

Nil

j) Penalties or structures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets

during the period under review :

Nil

9. Plant Locations :

Iringmara Tea Estate

P.O. Dwarbund - 788 113

Cachar, Assam.

10. Address for correspondence :

**For matters relating to Company's shares :**

R & D Infotech Pvt. Ltd.

7A, Beltala Road, 1st Floor

Kolkata - 700026

**For other matters :**

Registered office of the Company at

14, N. S. Road, 3rd Floor

Sathi Chamber, Room No, 314B

Kolkata - 700 001.

Place : Kolkata

Date : 28th Day of January, 2012

On behalf of the Board

Prince Tulsian

Managing Director





## GREENLINE TEA & EXPORTS LTD.

### DINESH AGARWAL

Practicing Company Secretary

7, Mangoe Lane

Room - 105, 1st Floor

Kolkata - 700 001.

Mob. : 93397-40007

To

M/s. Green Line Tea & Exports Ltd.

14, Netaji Subhas Road, 3rd Floor

Room No. 314B, Kolkata - 700 001

Registration No. of the Company : 21 - 038064

Nominal Capital : Rs. 7,50,00,000/-

### Certificate on Corporate Governance

I have examined the compliance of the conditions of corporate governance by M/s. Greenline Tea & Exports Ltd., for the year ended on 30th September, 2011, as stipulated under Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchange.

The compliance of the conditions of corporate governance is the responsibility of the management. My examination was limited to a review of the procedures and implementation thereof, adopted by the company for ensuring the compliance with the conditions on Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of our information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above-mentioned Listing Agreement.

I state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

(Dinesh Agarwal)

Membership No - 6315

Practicing Company Secretary

Date : 25/01/2012

Place : Kolkata



## GREENLINE TEA & EXPORTS LTD.

### AUDITOR'S REPORT

The Members of M/s. GREEN LINE TEA & EXPORTS LTD.

We have audited the attached Balance Sheet of GREENLINE TEA & EXPORTS LTD., as at 30th, September 2011 and also the annexed Profit & Loss Account of the Company for the Twelve months period ended on that date annexed thereto. These financial statements are the responsibility of the company's Management. Our responsibility is to express an opinion on these financial statement based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform that audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion and we report that :

1. The Balance Sheet and Profit and Loss Account referred to in this report are in agreement with the Books of Account.
2. In our opinion and to the best of our information and according to the explanations given to us, the Balance Sheet and Profit and Loss Account subject to and read together with the notes appearing thereon in Schedule "A" of Significant Accounting Policies and Notes on Accounts attached thereto, given in the prescribed manner the information required by the Companies Act, 1956 gives a true and fair view :
  - (i) In so far as it relates to Balance Sheet, of the state of affairs of the company as at 30th September 2011 and;
  - (ii) In so far as it relates to Profit & Loss Account, of the profit of the company for the period ended on that date.
3. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
4. In our opinion, proper books of accounts as required by law have been kept by the company so as far as appears from our examinations of such books.
5. The company has complied with the accounting standards as referred in Sec 211 (3C) of the Companies Act, 1956 subject to the extent as disclosed in notes to the accounts.
6. On the basis of written representations received from the Directors and taken on record by Board of Directors. We report that none of the Directors is disqualified as on 30th September 2011 from being appointed as director in terms of clause (g) of Sub-section (1) of section 274 of the Companies Act. 1956.



## GREENLINE TEA & EXPORTS LTD.

7. As required by the companies Act, 1956 and the basis of such checks as we considered appropriate and according to information and explanation give to us during the course of our audit we further state that :
- i. The Company has not made available the fixed asset records showing full particulars including quantitative details and situation of fixed assets of the company during the audit period under review and it is informed and explained that due to loss of those records by lock out and labour unrest at the garden premises of the company where the records were kept and accordingly the records relating to the same could not be produced. Although the Company has a phased program of physical verification of its fixed assets periodically which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets, the management has not verified physically the fixed assets of the company during the period to ascertain any material discrepancies if any to properly deal with in the books of account.
  - ii. The Stock of inventory has been physically verified during the period by the Management at reasonable intervals, in our opinion, the procedure of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business. The company is maintaining the proper records of inventory. The discrepancies noticed on physical verification of stocks as compared to books record were not material. However the same has been properly dealt with in the books of account.
  - iii. The company has granted unsecured loans and advances to companies, firms and/or other parties covered in the register maintained under section 301 of the companies Act, 1956. The said loans is granted without any specific stipulation as to the rate of interest and other terms and condition hence we are unable to comment whether they are prima facie prejudicial to the interest of the company or not. Other loans and Advances in nature of advance or loans have been given by the companies which are repayable on demand and without specific stipulation so we are unable to comment on the repayment of the same.
  - iv. In our opinion and according to the information and explanations given to us, there is adequate internal control procedure commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and with regard to the sale of goods. Further on the basis of our examination and according to the information and explanation given to us, we have neither come across nor have been informed of any instance of continuing failure or major weakness in the internal control systems.
  - v. The Company has not purchased or entered into any transaction of contract for purchase of goods and materials with parties as listed under section 301 of the Companies Act, 1956 during the year.



## GREENLINE TEA & EXPORTS LTD.

- vi. The Company has not accepted any deposits from the public and consequently, the directives issued by the Reserve Bank of India; the provisions of Section 58A and 58AA of any other relevant provision of the Companies Act, 1956 and the rules framed there under are not applicable.
- vii. In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
- viii. The Central Government has prescribed the maintenance of cost records under clause (d) of sub-section (I) of Section 209 of the Companies Act, 1956 in respect of activities carried out by the company. We have broadly reviewed the books of accounts maintained by the company and have not made detailed examination of the cost records as prescribed, made and maintained by the company with a view to determine whether they are accurate or complete.
- ix. According to the information and explanation given to us and on the basis of our examination of the books of account, the Company has not been regular in depositing the amount of undisputed statutory dues of Provident fund, Sale-tax, Vat, Cess on green leaf and other Statutory dues with appropriate authorities. According to the information and explanation given to us, there were undisputed amount outstanding as at 30.09.2011 in respect of provident fund Account including interest amounting to Rs. 1392694. Cess on Greenleaf including interest amounting to Rs. 3619702, and land revenue amounting Rs. 4,00,072 for a period of more than six months from the date they become payable. According to the information and explanation given to us, there are no dues in respect of sales tax and Vat, Customs Duty, Excise Duty and Cess that have not been deposited with the appropriate authorities on account of any dispute.
- x. The Company's accumulated loss at the end of the year is less than the fifty percent of its net worth. The company has not incurred cash losses in the current period ended 30th September 2011 and in the immediately preceding financial period 30th.
- xi. During the year the Company has neither taken any fresh loan from a financial institution and a bank nor issued any debentures during the year. Accordingly, clause 4(xi) of the order is not applicable.
- xii. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures during the year. Accordingly, Clause 4(xiii) of the order is not applicable.
- xiii. The Company is not a chit fund, nidhi, mutual benefit fund or a society. Accordingly, clause 4(xiii) of the order is not applicable.
- xiv. According to the information and explanations, the company has not given any guarantee for loans taken by other from banks of other financial institutions. Accordingly, clause 4(xv) of the order is not applicable.



## GREENLINE TEA & EXPORTS LTD.

- xv. During the year, the company has not obtained any fresh loans; accordingly, clause 4(xvi) of the order is not applicable.
- xvi. According to information and explanation given to us, the fund raised on short-term basis has not been used for long-term investments.
- xvii. The Company has not made any preferential allotment of shares of parties and companies covered in register maintained under section 301 of the Act. Accordingly, clause 4(xviii) of the order is not applicable.
- xviii. The Company has not issued any debentures. Accordingly clause 4(xix) of the order is not applicable.
- xix. The Company has not raised any money by public issues during the year. Accordingly, clause 4(xx) of the order is not applicable.
- xx. According to the information and explanations given to us, no fraud or by the company has been noticed or reported during the year.

For **Sanjay P Agarwal & Associates.**  
Chartered Accountants

(Sanjay Agarwal)  
Partner  
M.N. 062218

Place : Kolkata  
Date : 28/01/2012



# GREENLINE TEA & EXPORTS LTD.

BALANCE SHEET AS ON 30.09.2011

PARTICULARS	SCHEDULE NO	AS AT 30.09.2011	AS ON 30.09.2010
<b>I. SOURCE OF FUNDS :</b>			
01. SHARE HOLDERS FUNDS :			
Share Capital	1	56,256,475.00	56,256,475.00
Reserves & Surplus	2	23,168,583.87	23,307,227.87
02. LOAN FUNDS :			
Secured Loans	3	9,977,328.00	12,295,850.86
Unsecured Loans	4	18,650,000.00	513,645.79
	TOTAL	108,052,386.87	92,373,199.52
<b>II. APPLICATION OF FUNDS :</b>			
01. FIXED ASSETS :	5		
GROSS BLOCK		117,919,019.81	116,841,379.81
Less : Deprecation		21,147,999.69	19,983,420.04
Net Block		96,771,020.12	96,857,959.77
02. DEPOSITS AND INVESTMENTS	6	100,000.00	100,000.00
03. CURRENT ASSETS, LOANS & ADVANCES :			
Cash & Bank Balances	7	412,669.02	1,290,566.02
Inventories	8	7,453,637.25	2,291,852.31
Debtors	9	15,998,540.47	15,519,254.94
Loans & Advances	10	4,404,107.88	6,182,838.58
TOTAL CURRENT ASSETS, LOANS & ADV. (A)		28,268,954.62	25,284,511.85
04. CURRENT LIABILITIES & PROVISIONS :	11		
Current Liabilities		20,641,232.07	35,457,110.59
Provision For Taxation		350,331.00	350,331.00
TOTAL CURRENT LIABILITIES & PROVISIONS : (B)		20,991,563.07	35,807,441.59
NET CURRENT ASSETS (A-B)		7,277,391.55	(10,522,929.74)
05. MISCELLANEOUS EXPENDITURE :			
Profit & loss Account		3,903,975.20	5,938,169.49
TOTAL		108,052,386.87	92,373,199.52
For <b>SANJAY P AGARWAL &amp; ASSOCIATES</b>		For <b>GREENLINE TEA &amp; EXPORTS LTD.</b>	
Chartered Accountants		Prince Tulsian	
F. R. No. 325683E		Managing Director	
(SANJAY AGARWAL)		Bhagwati Prasad Lohia	
Partner		Director	
Place : Kolkata			
Date : 28.01.2012			



# GREENLINE TEA & EXPORTS LTD.

## PROFIT & LOSS ACCOUNT FOR THE PERIOD FROM 1.10.2010 TO 30.09.2011

PARTICULARS	SCHEDULE NO	AS AT 30.09.2011 12 MONTHS	AS ON 30.09.2010 15 MONTHS
<b>01. INCOME :</b>			
Gross Sales		24,085,043.90	18,201,211.12
Less : Excise Duty		<u>100,500.30</u>	<u>64,074.00</u>
		23,984,543.60	18,137,137.12
Other Income	12	4,806,779.48	8,234,518.22
Increase/(Decrease) to Stock	13	4,805,044.00	(1,983,371.20)
<b>TOTAL</b>	<b>(A)</b>	<u><b>33,596,367.08</b></u>	<u><b>24,388,284.14</b></u>
<b>02. EXPENDITURE :</b>			
Purchases		6,750,079.20	—
Establishment Expenses	14	2,445,917.50	2,731,150.13
Manufacturing Expenses	15	13,312,725.38	10,808,261.63
<b>TOTAL</b>	<b>(B)</b>	<u><b>22,508,722.08</b></u>	<u><b>13,539,411.76</b></u>
<b>03. GROSS PROFIT</b>	<b>(A-B)</b>	11,087,645.00	10,848,872.38
<b>04. ADMINISTRATIVE EXPENSES</b>	<b>16</b>	<u>6,772,856.99</u>	<u>3,863,370.25</u>
<b>05. PROFIT BEFORE INTEREST, DEP. &amp; TAX</b>		<b>4,314,788.01</b>	<b>6,985,502.13</b>
<b>06. FINANCIAL EXPENSES</b>	<b>17</b>	1,254,658.07	2,513,167.66
<b>07. DEPRECIATION</b>		<u>1,164,579.65</u>	<u>1,392,206.40</u>
<b>08. PROFIT / (LOSS) BEFORE TAX</b>		<b>1,895,550.29</b>	<b>3,080,128.07</b>
<b>09. PROVISION FOR TAX</b>		—	—
<b>10. PROFIT / (LOSS) AFTER TAX</b>		<u>1,895,550.29</u>	<u>3,080,128.07</u>
<b>11. BALANCE B/F FROM PREVIOUS YEAR</b>		(5,938,169.49)	(9,191,602.66)
<b>12. TRANSFER FROM REVALUATION RESERVE</b>		<u>138,644.00</u>	<u>173,305.10</u>
<b>13. BALANCE C/F TO BALANCE SHEET</b>		<u><b>(3,903,975.20)</b></u>	<u><b>(5,938,169.49)</b></u>

For **SANJAY P AGARWAL & ASSOCIATES**  
Chartered Accountants  
F. R. No. 325683E

**(SANJAY AGARWAL)**  
Partner

Place : Kolkata  
Date : 28.01.2012

For **GREENLINE TEA & EXPORTS LTD.**

Prince Tulsian  
Managing Director

Bhagwati Prasad Lohia  
Director



# GREENLINE TEA & EXPORTS LTD.

## BALANCE SHEET ITEMS

PARTICULARS	AMOUNT 30.09.2011	AMOUNT 30.09.2010
<b>SCHEDULE - 1</b>		
<b>01. SHARE CAPITAL :</b>		
Authorised		
75,00,000 Shares of 10/- each	75,000,000.00	75,000,000.00
Issued, Subscribed		
72,81,160 Shares of 10/- each	72,811,600.00	72,811,600.00
Paid up		
50,73,810 Shares of 10/- each	50,738,100.00	50,738,100.00
Add : Forfeited Shares	5,518,375.00	5,518,375.00
<b>Notes of the Above</b>		
(a) 45,000 Equity shares of Rs. 10/- each issued as fully paid up for consideration other than cash		
(b) 12,75,340 Equity shares of Rs. 10/- each issued as fully paid up bonus shares through Capitalisation of Reserves		
(c) 22,07,350 Equity shares of Rs. 10/- each are forfeited shares		
<b>Total Share Capital</b>	<b>56,256,475.00</b>	<b>56,256,475.00</b>
<b>SCHEDULE - 2</b>		
<b>02. RESERVES &amp; SRPLUS :</b>		
Share Premium	21,399,625.00	21,399,625.00
General Reserve	176,450.00	176,450.00
Developments Rebate Reserve	13,089.00	13,089.00
Investment Allowance Utilised Reserve	157,291.75	157,291.75
Revaluation Reserve	1,422,128.12	1,560,772.12
<b>Total Subsidy</b>	<b>23,168,583.87</b>	<b>23,307,227.87</b>
<b>Total SHAREHOLDERS FUNDS</b>	<b>79,425,058.87</b>	<b>79,563,702.87</b>
<b>SCHEDULE - 3</b>		
<b>01. SECURED LOAN :</b>		
From Tea Board - On Term Loan	9,977,328.00	12,295,850.86
(Secured against first charge on plant and machinery, building and Title Deed of Iringmara Tea Estate)		
<b>Total Secured Loans</b>	<b>9,977,328.00</b>	<b>12,295,850.86</b>
<b>SCHEDULE - 4</b>		
<b>02. UNSECURED LOANS :</b>		
From Bodies Corporate		
Kedia Securities Private Limited	18,650,000.00	13,645.79
Skyline Finance Control Projects Pvt. Ltd.		500,000.00
Comp- U Lean Tech		
<b>Total Unsecured Loans</b>	<b>18,650,000.00</b>	<b>513,645.79</b>
<b>TOTAL LOAN FUNDS</b>	<b>28,627,328.00</b>	<b>12,809,496.65</b>





# GREENLINE TEA & EXPORTS LTD.

## DEPRECIATION FOR THE PERIOD ENDED 30.09.2011 (AS PER THE COMPANIES ACT)

### SCHEDULE - 5

NAME OF THE ASSET	RATE OF DEP	GROSS BLOCK		DEPRECIATION		NET BLOCK	
		BALANCE AS ON	PURCHASES DURING THE YEAR	SALES DURING THE YEAR	TOTAL AS ON 31.09.2011	UP TO 1.10.2010	FOR THE CURRENT YEAR
		01.10.2010	01.10.2010	31.09.2011	31.09.2011	31.09.2011	31.09.2011
- AIR CONDITIONER	4.75%	39,805.00	59,000.00	0.00	98,805.00	39,805.00	2,803.00
- BUILDING & LABOUR LINES II	3.34%	2,250,846.53	0.00	0.00	2,250,846.53	537,742.79	36,058.06
- BUILDING & LABOUR LINES III	3.34%	1,737,393.13	0.00	0.00	1,737,393.22	431,638.22	28,140.88
- COMPUTER & PRINTER	16.21%	115,640.00	25,672.00	0.00	141,312.00	76,307.96	13,180.24
- CYCLE	4.75%	6,977.00	0.00	0.00	6,977.00	6,409.47	249.14
- ELECTRICAL INSTALLATION	4.75%	807,722.73	0.00	0.00	807,722.73	698,896.31	33,000.44
- FACTORY BUILDING	3.34%	6,700,276.15	0.00	0.00	6,700,276.15	3,765,657.66	222,926.28
- FAX MACHINE	3.34%	41,372.20	0.00	0.00	41,372.20	29,599.19	1,808.88
- FURNITURE & FIXTURES	6.35%	30,435.55	0.00	0.00	30,435.55	32,549.00	(2,113.45)
- IRRIGATION EQUIPMENTS	4.75%	1,262,823.70	33,220.00	0.00	1,296,043.70	1,033,860.55	54,697.78
- LAND & PLANTATION		79,873,813.49	0.00	0.00	79,873,813.49	—	0.00
- MOTOR CAR		726,656.47	0.00	0.00	726,656.47	726,656.47	0.00
- MOTOR CYCLE		22,536.00	959,748.00	0.00	22,536.00	22,536.00	0.00
- PLANT & MACHINERY	4.75%	9,607,396.25	0.00	0.00	10,567,144.25	8,038,449.93	491,248.01
- REFRIGERATOR	4.75%	15,529.00	0.00	0.00	15,529.00	11,692.81	402.64
- ROADS & BRIDGES	3.34%	5,697,814.82	0.00	0.00	5,697,814.82	1,038,237.22	91,198.40
- SECURITY FENCING	4.75%	2,942,954.00	0.00	0.00	2,942,954.00	1,226,541.22	93,978.52
- STAFF QUARTERS & BUNGALOW	1.63%	2,340,963.74	0.00	0.00	2,340,963.74	472,419.77	37,378.16
- TRUCK, TRACTOR & TRAILORS		924,806.35	0.00	0.00	924,806.35	924,806.35	0.00
- TYPE WRITER	4.75%	7,897.00	0.00	0.00	7,897.00	7,816.27	80.73
- WATER RESERVOIR	4.75%	1,180,081.00	0.00	0.00	1,180,081.00	482,247.34	37,730.00
- WEATHERING TROUGH	4.75%	484,389.90	0.00	0.00	484,389.90	372,224.67	21,004.44
- MOBILE PHONE		2,250.00	0.00	0.00	2,250.00	2,250.00	0.00
- WATER PUMP	4.75%	9,500.00	0.00	0.00	9,500.00	350.50	451.26
- WEIGHING SCALE	4.75%	11,500.00	0.00	0.00	11,500.00	4,525.34	356.24
<b>TOTAL</b>		<b>116,841,379.81</b>	<b>1,077,640.00</b>	<b>0.00</b>	<b>117,919,019.81</b>	<b>19,983,420.04</b>	<b>1,164,579.65</b>
<b>PREVIOUS YEAR</b>		<b>116,771,797.81</b>	<b>69,582.00</b>	<b>0.00</b>	<b>116,841,379.81</b>	<b>18,591,213.64</b>	<b>1,392,206.40</b>
<b>TOTAL</b>		<b>116,841,379.81</b>	<b>1,077,640.00</b>	<b>0.00</b>	<b>117,919,019.81</b>	<b>19,983,420.04</b>	<b>1,164,579.65</b>
<b>PREVIOUS YEAR</b>		<b>116,771,797.81</b>	<b>69,582.00</b>	<b>0.00</b>	<b>116,841,379.81</b>	<b>18,591,213.64</b>	<b>1,392,206.40</b>

**GREENLINE TEA & EXPORTS LTD.****BALANCE SHEET ITEMS**

<b>PARTICULARS</b>	<b>AMOUNT 30.09.2011</b>	<b>AMOUNT 30.09.2010</b>
<b>SCHEDULE - 6</b>		
<b>CURRENT ASSETS &amp; LOANS &amp; ADVANCES</b>		
<b>INVESTMENTS &amp; DEPOSITS :</b>		
Quoted Equity Shares with M/s. Nakamichi Securities Limited (10,000 Equity Shares of Rs. 10/- each)	100,000.00	100,000.00
<b>TOTAL INVESTMENTS &amp; DEPOSITS</b>	<u>100,000.00</u>	<u>100,000.00</u>
Agregate Market Value	Not Available	Not Available
<b>SCHEDULE - 7</b>		
<b>CURRENT ASSETS &amp; LOANS &amp; ADVANCES</b>		
<b>01.CASH &amp; BANK BALANCES :</b>		
a) CASH BALANCE :		
Cash on Hand	188,147.88	133,766.13
b) BANK BALANCES :		
Federal Bank	574.21	574.21
Indian Bank (Main Br.)	5,867.54	1,078,000.77
Indian Bank	30,557.15	5,937.75
U B I - 3772	7,067.50	7,067.50
U B I - 3842	3,231.00	3,231.00
Union Bank of India	10,410.00	174.79
UCO Bank	5,323.47	5,323.47
Indian Bank (Silchar)	161,490.27	56,490.40
<b>Total</b>	<u>412,669.02</u>	<u>1,290,566.02</u>
<b>SCHEDULE - 8</b>		
<b>02.INVENTORIES</b>		
Made Tea	4,835,124.00	2,005,080.00
Stock of Stores	643,513.25	286,772.31
Stock of Nursery Plants	1,975,000.00	—
<b>Total</b>	<u>7,453,637.25</u>	<u>2,291,852.31</u>
<b>SCHEDULE - 9</b>		
<b>02.SUNDRY DEBTORS</b>		
Outstanding for less than six months	1,390,117.47	910,831.94
Outstanding for more than six months (Unsecured and considered Good)	14,608,423.00	14,608,423.00
<b>Total</b>	<u>15,998,540.47</u>	<u>15,519,254.94</u>



# GREENLINE TEA & EXPORTS LTD.

## BALANCE SHEET ITEMS

PARTICULARS	AMOUNT 30.09.2011	AMOUNT 30.09.2010
<b>SCHEDULE - 10</b>		
<b>02. OTHER CURRENT ASSETS :</b>		
Loans & Advances	3,259,293.30	5,914,902.05
Deposits	315,962.53	267,936.53
Others	828,852.05	—
Total	<u>4,404,107.88</u>	<u>6,182,838.58</u>
<b>SCHEDULE - 11</b>		
<b>CURRENT LIABILITIES AND PROVISIONS</b>		
<b>01. Current Liabilities :</b>		
Trade Advances and Deposits	9,627,258.36	17,127,258.36
Sundry Creditors For Goods and Services	3,829,228.10	8,261,045.25
Sundry Creditors For Expenses	1,217,703.60	1,943,130.33
Other Finances	5,967,042.01	8,125,676.65
Total	<u>20,641,232.07</u>	<u>35,457,110.59</u>
<b>SCHEDULE - 12</b>		
<b>OTHER INCOME :</b>		
Liabilities no longer required written off	4,794,779.48	7,433,056.22
Misc Income	12,000.00	801,462.00
Total	<u>4,806,779.48</u>	<u>8,234,518.22</u>
<b>SCHEDULE - 13</b>		
<b>INCREASE/(DECREASE) TO STOCK</b>		
Closing stock in Trade	6,810,124.00	2,005,080.00
Opening stock in Trade	2,005,080.00	3,988,451.20
Total	<u>4,805,044.00</u>	<u>(1,983,371.20)</u>
<b>SCHEDULE - 14</b>		
<b>ESTABLISHMENT EXPENSES :</b>		
Salaries & Bonus	2,445,917.50	2,731,150.13
Total	<u>2,445,917.50</u>	<u>2,731,150.13</u>



# GREENLINE TEA & EXPORTS LTD.

## BALANCE SHEET ITEMS

PARTICULARS	AMOUNT 30.09.2011	AMOUNT 30.09.2010
<b>SCHEDULE - 15</b>		
<b>MANUFACTURING EXPENSES :</b>		
Cess on Green Leaf	299,284.25	421,722.45
Cultivation Expenses	3,023,672.79	3,830,332.95
Manufacturing Expenses	9,653,401.04	6,269,161.46
Tea Chest & Components	336,367.30	287,044.77
Total	<u>13,312,725.38</u>	<u>10,808,261.63</u>
<b>SCHEDULE - 16</b>		
<b>ADMINISTRATIVE EXPENSES :</b>		
Audit Fee	30,000.00	100,000.00
Labour Welfare & Medical Expenses	177,968.43	240,093.02
Loss on Food Stuff	465,582.72	539,653.84
Transportation Charges	803,128.62	314,060.51
Repairs And Maintainance	1,715,693.45	1,106,920.35
Rent Rates and taxes	8,375.00	37,180.00
Tea Selling Expenses	53,951.06	412,042.57
Employers Contribution to P.F	337,959.16	—
Miscellaneous Expenses	2,829,684.35	1,038,419.96
DLI Penalty	8,240.00	—
PF Damage Charges	43,820.00	—
Discount Allowed	298,454.20	—
Directors Remuneration	—	75,000.00
Total	<u>6,772,856.99</u>	<u>3,863,370.25</u>
<b>SCHEDULE - 17</b>		
<b>FINANCIAL EXPENSES :</b>		
Interest on Term Loan	175,801.24	2,513,167.66
Interest to Others	1,078,856.83	—
Total	<u>1,254,658.07</u>	<u>2,513,167.66</u>



## **GREENLINE TEA & EXPORTS LTD.**

### **SCHEDULE "A" SIGNIFICANT ACCOUNTING POLICIES AND NOTES O ACCOUNTS**

Annexed to and forming part of accounts for the period ended at 30th September, 2011

#### **I. SIGNIFICANT ACCOUNTING POLICIES :**

##### **1. GENERAL**

- i. These accounts have been prepared on the historical cost basis unless otherwise stated and on the accounting principles of going concern.
- ii. The income and expenses have been accounted on mercantile basis, unless specifically stated to be otherwise.
- iii. Accounting policies have been adopted in consonance with generally accepted accounting principles.

##### **2. FIXED ASSETS**

Fixed assets are carried at cost of acquisition and or revalued figures less depreciation. The cost of extension planting or cultivable land including cost of development is capitalized.

##### **3. INVESTMENTS**

Investments are stated at cost. Gains/losses on sale of investments are recognized as income/ expenditure. Dividend and Interest received is accounted for as and when received.

##### **4. DEPRECIATION**

- i. Depreciation has been provided on assets acquired and or purchased prior to 1.4.87 on WDV method as per the WDV rates under Schedule XIV of the companies Act, (as amended) 1956
- ii. On assets acquired after 1.4.87 on S.L.M basis as per the SLM Rates prescribed under XIV of the companies Act (as amended) 1956.
- iii. Depreciation for the 12 months period included depreciation on revalued items of fixed assets amounting to Rs. 1,38,644.00 and accordingly an equivalent amount has been transferred to Profit & Loss Account from Revaluation Reserve Account.

#### **TAXATION**

Current Tax is determined on the basis of the amount of tax payable under the Income Tax Act, 1961, if any. Deferred Tax Liabilities/Assets subject to consideration of prudence shall be recognized and carried forward only when there is reasonable certainty that sufficient taxable income will be available against which such Deferred Tax Liabilities/Assets can be adjusted

#### **INVENTORIES :**

Inventories are valued at under

- i. Stores and Spare parts - At cost
- ii. Stock of unsold Tea - At estimated net realizable value.
- iii. Stock of Nursery Plants - At estimated net realizable value.

#### **CONTINGENT LIABILITIES :**

Contingent liabilities have not been accounted for and are being disclosed by way of notes on accounts.



# GREENLINE TEA & EXPORTS LTD.

## II. NOTES ON ACCOUNT

### a. Contingent Liabilities not provided or :

- i. The liabilities for future payment of gratuity to employees is roughly estimated and provided to the extent of Rs. 1,77,295.34 and not based on actuarial basis.
- ii. Liabilities if any that may arise due to late payment of Central and Agricultural Income Tax, Fringe Benefit Tax, VAT, Tax deducted at source, P. F. Accumulations etc, has not been provided for the actual quantum and its effect on the profitability of current periods profit has not been ascertained by the management.

- b. No provision for interest has been made on the advances or loan taken or given pending reconciliation and confirmation of balances from the parties. Balances of Sundry Debtors and creditors, loans and advances and others are subject of the confirmation from the respective parties.

### c. RELATED PARTY DISCLOSURES :

#### i) Company Name

**Sreeco Indhan Limited**

Common Director

Advance's given

21,83,750.00

**Kedia Securities Pvt. Ltd.**

Common Director

Loan Taken

1,86,50,000.00

### f. EARNING PER SHARE :

Period Ended 30th Sep. 11  
(12 Months)

Period Ended 30th Sep, 10  
(15 Months)

a) No. Of Equity Shares of Rs. 10 each	5073810	5073810
b) Profit/(Loss) (Rs. in Lacs)	18.96	30.80
c) Basis and diluted earning per share	0.37	0.61

### g. DETAILS OF INVESTMENTS (AT COST)

PARTICULARS	OPENING STOCK	ADDITION	SALES	CLOSING STOCK
	Nos Amount	Nos Amount	Nos Amount	Nos Amount

#### QUOTED (NON TRADE)

##### Equity Share

Nakamichi Securities Ltd.	10000	100000.00	—	—	—	—	10000	100000.00
Rs. 10/- each fully paid up (10,000)		(1,00,000.00)		(—)	(—)	(—)	(10000)	(100000.00)

\*Aggregate Market Value \*as at 30.09.11

Not Available

\*Figure in bracket indicates previous year figures.

(Not Available)

	Amount due	Max Amount Due
h. Due from Director or Managing Director	NIL	NIL
i. Due from company in which one of the directors is interested	NIL	NIL
ii. Sreeco Indhan Limited	21,83,750.00	51,83,750.00



## GREENLINE TEA & EXPORTS LTD.

j. Additional Information	For the 12 Months	For the 15 Months
	Period Ended 30.09.11	Period Ended 30.09.10
i. Salary, Wages, D.A. Gratuity, Bonus etc.	81,37,258.68	79,76,893.68
ii. Store and Spares Parts Consumed (Indigenous)	41,07,325.00	51,02,011.24
iii. Miscellaneous Expenses includes Auditors Remuneration in the following Capacities		
Audit Fees	20,000.00	70,000.00
Tax Audit Fees	10,000.00	30,000.00
Corporate Matters	—	—
Income Tax Matters	—	—
iv. Particulars in respect of the raw materials consumed		
Opening and closing stocks/Sales :		
a. Opening stock of Green Leaf	—	—
b. Greenleaf Plucked from Garden	732182 Kgs.	1106807 Kgs.
c. Greenleaf Purchased	453559 Kgs	—
d. Greenleaf Consumed	1043583 Kgs	932474 Kgs.
e. Greenleaf Sold	142158 Kgs	174333 Kgs.
f. Closing Stock Of Green Leaf	—	—
v. The Company Manufactured Tea. The Particulars in respect of which is given below		
a. Licensed Capacity	Not Applicable	Not Applicable
b. Installed Capacity (Single Shift)	450000.00 Kgs	450000.00 Kgs.
c. Opening Stock	28644.80 Kgs.	49465.60 Kgs.
d. Actual Production during the Year (Gross)	269429.00 Kgs	201677.00 Kgs.
e. Total Saleable Tea	298073.80 Kgs	251142.60 Kgs.
f. Sales (including sampling) and stock	248735.80 Kgs.	222497.80 Kgs.
lost in transit tea waste shortage etc.,		
g. Closing Stock	49338.00 Kgs	28644.80 Kgs



## GREENLINE TEA & EXPORTS LTD.

vi. Expenditure in foreign Currency	NIL	NIL
vii. Earning Foreign exchange on export of tea calculated on E.O.B / CIF / basis	NIL	NIL
viii. Other Additional Information	Not Applicable	Not Applicable
ix. Previous years figures have been re-arranged and/or re-grouped wherever considered necessary		

Signatures to Schedule - 1 to 17

Signed in terms of our attached report of even date

**For Sanjay P Agarwal & Associates**  
Chartered Accountants

(Sanjay Agarwal)  
Partner

**For and On Behalf of the Board**

Prince Tulsian  
Managing Director

Bhagwati Prasad Lohia  
Director

Place : Kolkata  
Date : 28.01.2012





## GREENLINE TEA & EXPORTS LTD.

### AUDITORS' CERTIFICATE ON CASH FLOW STATEMENT

We have examined the attached Cash Flow Statement of M/s. GREENLINE TEA EXPORTS LTD for the period ended on 30.09.2011

(AMOUNT IN RUPEES)

#### CASH FLOW STATEMENT FOR THE YEAR ENDED ON 30.09.2011

(AMOUNT IN RUPEES)

A) CASH FLOW FROM OPERATING ACTIVITIES :

Net Profit/Loss Before Tax and Extraordinary items	18,95,550.29
Add : Financial Expenses	<u>12,54,658.07</u>
	31,50,208.36

ADJUSTMENT FOR :

Depreciation	<u>11,64,579.65</u>
Operating Profit Before Working Capital Changes	43,14,788.01

ADJUSTMENT FOR :

(Increase) Decrease in Stocks	(51,61,784.94)	
(Increase) Decrease in Loans & Advances	26,55,608.75	
(Increase) Decrease in Sundry Debtors	(4,79,285.53)	
(Increase) Decrease in Other Current Asstes	(8,76,878.05)	
(Increase) Decrease in Current Liabilities	<u>(1,48,15,878.52)</u>	<u>(1,86,78,218.29)</u>

Cash Generated from Operations	(1,43,63,430.28)
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Interest Paid	<u>(12,54,658.07)</u>	(12,54,658.07)
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Cash Flow before Extra-ordinary Items	(1,56,18,088.35)
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NET CASH FROM OPERATING ACTIVITIES - (A)	<u>(1,56,18,088.35)</u>
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For **Sanjay P Agarwal & Associates**  
Chartered Accountants

(Sanjay Agarwal)  
Partner

Place : Kolkata  
Date : 28.01.2012



# GREENLINE TEA & EXPORTS LTD.

## CASH FLOW STATEMENT FOR THE YEAR ENDED ON 30.09.2011

(AMOUNT IN RUPEES)

### B) CASH FLOW FROM INVESTING ACTIVITIES :

Purchase of Fixed Assets	(10,77,640.00)	
Sales of Fixed Assets	0.00	(10,77,640.00)
Decrease/(Increase) in Investments & Deposits	0.00	0.00
Interest Received		0.00
Dividend Received		0.00
NET CASH USED IN INVESTING ACTIVITIES - (B)		(10,77,640.00)

### C) CASH FLOW FROM FINANCING ACTIVITIES :

Proceeds from issue of Share Capital	0.00	
Proceeds from Calls in Arrears	0.00	
Share Application Money Received	0.00	
Increase/(Decrease) in borrowings	(23,18,522.86)	
Increase/(Decrease) in Debentures	0.00	
Increase/(Decrease) in Security Deposits	0.00	
Increase/(Decrease) in Unsecured Loans	1,81,36,354.21	
Increase/(Decrease) in Inter Corporate Deposits		0.00
Income Tax Paid	0.00	
		1,58,17,831.35
NET CASH USED IN FINANCING ACTIVITIES - (C)		1,58,17,831.35

Net Increase in Cash and Cash Equivalents (A+B+C)	(8,77,897.00)
Cash and Cash Equivalents as at 30.09.2010	12,90,566.02
Cash and Cash Equivalents as at 30.09.2011	4,12,669.02

For **Sanjay P Agarwal & Associates**  
Chartered Accountants

(Sanjay Agarwal)  
Partner

Place : Kolkata  
Date : 28.01.2012



# GREENLINE TEA & EXPORTS LTD.

## CASH FLOW STATEMENT

AMOUNT IN RUPEES

NET PROFIT BEFORE TAXES		1,895,550.29
ADD : FINANCIAL EXPENSES		1,254,658.07
DEPRECIATION		1,164,579.65
OPERATING PROFIT		4,314,788.01
OPERATIONAL CHANGES		
CHANGE IN STOCK	(5,161,784.94)	
CHANGE IN LOANS AND ADVANCES	2,655,608.75	
CHANGE IN SUNDRY DEBTORS	(479,285.53)	
CHANGE IN OTHER CURRENT ASSETS	(876,878.05)	
CHANGE IN CURRENT LIABILITIES	(14,815,878.52)	
		(18,678,218.29)
CASH GENERATED FROM OPERATIONS		(14,363,430.28)
FINANCIAL CHARGES		(1,254,658.07)
NET CASH FROM OPERATING ACTIVITIES		(15,618,088.35)
INVESTMENT CHANGES		
CHANGE IN FIXED ASSETS		(1,077,640.00)
FINANCING CHANGES		
CHANGE IN SECURED LOAN	(2,318,522.86)	
CHANGE IN UNSECURED LOAN	18,136,354.21	
		15,817,831.35
CASH FLOW GENERATED DURING THE PERIOD		(877,897.00)
OPENING CASH BALANCE		1,290,566.02
CLOSING CASH BALANCE		412,669.02



## GREENLINE TEA & EXPORTS LTD.

### BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

#### I. REGISTRATION DETAILS :

State Code :	21	Registration No. :	38064
Balance Sheet Date :	30.09.2011	Registration Date :	15-10-1984

#### II. CAPITAL RAISED DURING THE YEAR (Amount in Rs. Thousands) :

Public Issue :	NIL	Rights Issue :	NIL
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#### III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS :

Total Liabilities :	108052	Total Assets :	108052
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##### SOURCE OF FUNDS :

Paid-up Capital :	56256	Reserves & Surplus :	23169
Secured Loans :	9977	Unsecured Loans :	18650

##### APPLICATION OF FUNDS :

Net Fixed Assets :	96771	Investments :	100
Net Current Assets :	7277	Misc. Expenditure :	0
Accumulated Losses :	3904		

#### IV. PERFORMANCE OF COMPANY (Amount in Rs. Thousand) :

Turnover :	23985	Total Expenditure :	31701
Other Income :	4807	Increase/(Decrease) Stock :	4805
Profit/(Loss) Before Tax :	1896	Profit/(Loss) After Tax :	1896

##### PLEASE TICK APPROPRIATE BOX + FOR PROFIT - FOR LOSS :

Earning Per Share : (Weighted Average)	0.37	Dividend Rate : (Proposed %)	NIL
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#### V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF THE COMPANY : (as per Monetary Terms)

ITEM CODE NO. (ITC CODE) :	90240.02
PRODUCTION DESCRIPTION :	BLACK TEA



## GREENLINE TEA & EXPORTS LTD.

### GREENLINE TEA & EXPORTS LTD.

Registered Office : 14, N. S. Road, 3rd Floor, Sathi Chamber, Room No. 314B, Kolkata - 700 001

27th Annual General Meeting to be held on 10th March, 2012

At : Central Calcutta Traders Association Hall, 44, Motisil Street, Kolkata - 700 013.

On 10th March, 2012 at 10.30 A.M.

### ADMISSION SLIP

NAME OF SHARE HOLDER ..... FOLIO NO. .... I/WE

certify that I am/we are member(s) PROXY/REPRESENTATIVE of the member(s) of the Company holding ..... share.

.....  
Signature of member(s)/PROXY/REPRESENTATIVE

A member/proxy/representative wishing to attend the meeting must complete this Admission slip and hand it over at the entrance.

Name of the proxy/representative in BLOCK LETTERS (in case a proxy/representative attends the meeting).

-----  
Folio No.

No. of Shares

### GREENLINE TEA & EXPORTS LTD.

Registered Office : 14, N. S. Road, 3rd Floor, Sathi Chamber, Room No. 314B, Kolkata - 700 001

### PROXY

I/We .....  
of ..... being a member/members of Greenlie Tea & Exports  
Ltd. do hereby appoint ..... of ..... of failing  
him ..... of ..... as my/our proxy in my/our  
absence to attend and vote for me/us on my/our behalf at an Annual General Meeting of the Company, to be  
held on 10th March, 2012 at 10.30A.M. and at any adjournment thereof.

As witness my/our hand/hands this ..... day of ..... 2012

Signed by the said .....

Re. 1/-  
Revenue  
Stamp

Note : The Proxy must be deposited at the Registered Office of the Company not later than 48 hours before the time for holding the meeting.

# BOOK POST

*If undelivered please return to :*  
**GREENLINE TEA & EXPORTS LTD.**  
14, N. S. ROAD, 3RD FLOOR  
SATHI CHAMBER, ROOM NO. 314B  
KOLKATA - 700 001