



Warren Tea Limited

BOARD OF DIRECTORS

Chairman

Vinay K. Goenka

Managing Director

S. K. Ghosh

Directors

S. Bhoopal
N. G. Khaitan
N. Dutta
L. Halwasiya
Mrs. A. K. Bindra

**President-Legal
& Company Secretary**
Siddhartha Roy

Chief Financial Officer
S. K. Mukhopadhyay

AUDITORS

B. M. Chatrath & Co.

COST AUDITORS

Shome & Banerjee

BANKERS

State Bank of India
HDFC Bank Limited
Axis Bank Ltd

REGISTERED OFFICE

Deohall Tea Estate
P.O. Hoogrija
Dist. Tinsukia
Assam 786 601
Tel : 0374 2911361

CORPORATE OFFICE

Suvira House
4B, Hungerford Street
Kolkata 700 017
Tel : 033 2287 2287

CIN

L01132AS1977PLC001706

WEBSITE

www.warrentea.com

E-mail

corporate@warrentea.com



Warren Tea Limited

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Notice

NOTICE is hereby given that the Thirty-seventh Annual General Meeting of Warren Tea Limited will be held at the G.S.Ruia Memorial Complex at Deohall Tea Estate, P.O.Hoogrijan, Dist.- Tinsukia, Assam 786 601 on Wednesday, 10th September, 2014 at 4.30 p.m. for the following purposes:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements for the year ended 31st March, 2014 and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr.Vinay K. Goenka (DIN 00043124) retiring by rotation.
3. To appoint Auditors to hold office till the conclusion of the Forty-second Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications the following Resolutions as Ordinary Resolutions:

4. "RESOLVED THAT Mrs. Anup Kaur Bindra (DIN 03391125) be and she is hereby appointed as an Independent Director of the Company for a period of five years with effect from 29th May, 2014."
5. "RESOLVED THAT Mr. Lalit Kumar Halwasiya (DIN 00211756) be and he is hereby appointed as an Independent Director of the Company for a period of five years with effect from 29th May, 2014."
6. "RESOLVED THAT approval be and is hereby accorded to the continuance of Mr. Nand Gopal Khaitan (DIN 00020588) as an Independent Director of the Company for a period of five years upto 31st March, 2019."
7. "RESOLVED THAT approval be and is hereby accorded to the continuance of Mr. Sriprakash Bhoopal (DIN 00042977) as an Independent Director of the Company for a period of five years upto 31st March, 2019."
8. "RESOLVED THAT approval be and is hereby accorded to the continuance of Mr. Nilotpal Dutta (DIN 00045667) as an Independent Director of the Company for a period of five years upto 31st March, 2019."
9. "RESOLVED THAT the Company hereby approves the reappointment and remuneration payable to Mr. Subhjit Kumar Ghosh (DIN 00042335) as Managing Director of the Company for a period of three years from 1st April, 2014 on the terms and conditions set out in the Agreement, within the limits specified in Schedule V of the Companies Act, 2013, and as approved by the Nomination and Remuneration Committee, to be made between the Company of the One Part and Mr. Ghosh of the Other Part, a draft of which initialled by the Chairman is placed before the Meeting."
10. "RESOLVED THAT the Company hereby approves the change in designation of Mr. Vinay K. Goenka (DIN 00043124) from Executive Chairman to Chairman of the Company with effect from 29th May, 2014, as set out in the Supplemental Agreement to be made between the Company of the One Part and Mr. Goenka of the Other Part, a draft of which initialled by the Chairman is placed before the Meeting."



Notice (Continued)

To consider and, if thought fit, to pass the following Resolutions as Special Resolutions:

11. "RESOLVED THAT the Articles of Association of the Company be altered by the substitution of a new set of Articles of Association therefor, the draft of which is tabled at the Meeting and initialled by the Chairman for the purpose of identification."
12. "RESOLVED THAT approval of the Shareholders be and is hereby accorded for keeping the Register of Members, Index of Members, copies of all Annual Returns under Sections 88 and 94 of the Companies Act, 2013 together with copies of certificates and documents required to be annexed thereto at the office of C B Management Services (P) Ltd. at P-22, Bondel Road, Kolkata - 700019 with effect from 15th September, 2014, or any other date as may be decided by the Board of Directors of the Company."
13. " RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, the Company hereby accords its consent to the Board of Directors of the Company to borrow any sum or sums of money from time to time from any one or more of the Company's bankers and/or from any one or more of other persons, firms, bodies corporate or financial institutions, whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress and all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the Paid-up Capital of the Company and its Free Reserves, that is to say, reserves not set apart for any specific purpose but so however that the total amount up to which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rupees Fifty Crores, exclusive of interest, and the Directors be and they are hereby further authorized to execute such deed and/or mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and other deeds and instruments or writings not amounting to a sale as they may think fit and containing such conditions and covenants as the Directors may think fit."

Suvira House
4B, Hungerford Street,
Kolkata 700 017.
29th May, 2014

By Order of the Board
Siddhartha Roy
President - Legal
& Company Secretary

Notice (Continued)

Notes:

1. The Members may exercise their rights to vote on the Resolutions contained in the Notice by electronic means for which necessary facility has been provided and the instructions therefor are attached.
2. In terms of Section 105(2) of the Companies Act, 2013 intimation is hereby given that a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company.

A Proxy, in order to be effective, must be received at the Company's Registered Office at Deohall Tea Estate, P. O. Hoogrijaan, Dist. Tinsukia, Assam 786 601 not less than forty-eight hours before the Meeting.

3. The Company is registered with National Securities Depository Ltd., and Central Depository Services (India) Ltd., for dematerialization of its Equity Shares which has been allotted the ISIN INE712A01012. Consequent on discontinuation of service by EIH Limited, CB Management Services (P) Limited having their office at P-22 Bondel Road, Kolkata 700 019 have been appointed as Registrars and Share Transfer Agents of the Company.
4. The Register of Members of the Company will remain closed on 25th July, 2014.
5. Members are requested to intimate their e-mail ids in the attached form.
6. Members holding shares in physical form are requested to:
 - a. notify any change in their addresses to the Company's Registrars and Share Transfer Agents ;
 - b. communicate on all matters pertaining to their shareholdings with the Company's Registrars and Share Transfer Agents at Kolkata, quoting their respective Ledger Folio Numbers.
 - c. note that as per provisions of the Companies Act, 2013 facility for making nominations is available for shareholders in respect of Equity Shares held by them ;
- 7.i. Pursuant to Section 205A of the Companies Act, 1956 all dividends declared and relative dividend warrants posted upto and including the Dividend for the year 1993-94 paid on 8th November, 1994 and remaining unclaimed by members have been transferred to the General Revenue Account of the Central Government. Shareholders who have not encashed their dividend warrants in respect of the said period are requested to prefer their claims to the Registrar of Companies, Assam, Tripura, Manipur, Nagaland, Meghalaya, Mizoram and Arunachal Pradesh at Morello Building, Shillong 793001, Meghalaya. In case any assistance is required, shareholders are requested to write to the Company's Corporate Office at Kolkata.
- ii. Pursuant to Section 205A of the Companies Act, 1956 dividends declared from 1994-95 upto 2002-2003 and remaining unclaimed by the members have been transferred to the Investor Education and Protection Fund constituted by the Central Government under Section 205C of the Act on which no claim for Unpaid Dividend can be preferred.



Notice (Continued)

8. Relevant details in respect of Item no. 2 of the Notice pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges are given hereunder and details in respect of Item Nos. 4 to 9 of the Notice are included in the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which is given hereinafter.
9. Pursuant to section 219 (1)(b)(iv) of the Companies Act, 1956, abridged financial statements are being sent to all the Shareholders. Shareholders requiring a copy of the full annual report may write to the Company's Registrars and Share Transfer Agents, CB Management Services (P) Limited, P-22, Bondel Road, Kolkata 700 019. A copy of the full Annual Report would be available for inspection at the Registered Office of the Company during working hours, till the date of the meeting.

DETAILS OF DIRECTOR RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT

(In pursuance of Clause 49 of the Listing Agreement)

Name of Director: Mr. Vinay K. Goenka (DIN 00043124)

Brief Resumé:

Mr. Vinay K. Goenka has more than three decades of experience in the tea industry and has held several important positions as Chairman of the Consultative Committee of Plantation Associations, Indian Tea Association and Darjeeling Planters Association, Chairman & Director of Indian Institute of Plantation Management and Vice Chairman of Tea Board of India. He has represented the Ministry of Commerce as Member of Trade delegation to Pakistan and of Tea Trade Delegation to FAO, Rome. Mr. Goenka is the Honorary Consul of Ecuador in Kolkata.

Expertise in specific Functional Areas :

Plantation, Manufacturing, Marketing and Export of Tea

Directorships & Committee Memberships of other companies:

DPIIL Limited	Chairman
Audit Committee (DPIIL Limited)	Member
Shareholders' Grievance & Share Transfer Committee (DPIIL Limited)	Chairman

Mr. Goenka holds 2004601 Equity Shares of ₹ 10 each of the Company.

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS

1. The Company is pleased to offer e-voting facility to all its shareholders to enable them to cast their votes electronically. The detailed procedure is enumerated hereinafter.
2. Voting rights shall be reckoned on the number of shares registered in the names of the shareholders as on 25.07.2014.
3. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facilities. The e-voting procedure are given hereunder:

Notice (Continued)

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Electronic Voting Sequence Number "140715002" alongwith "WARREN TEA LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 character DP ID followed by 8 digit Client ID). Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user fill up the following details in the appropriate boxes and follow the steps given below :

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders):
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company Records for the said demat account or folio.

*Members who have not updated their PAN with the Company/Depository Participant can enter in the PAN field the 10 characters as First 2 Alphabets of the First Holder Name followed by :

- i) For shareholders holding in physical form - 8 characters consisting of Folio Number prefix by "00" No special characters will be taken from the name and folio number. Example : Mr. AJAY SRIVASTAVA and folio number is A00640, the PAN to be entered will be AJ00A00640.
 - ii) For shareholders holding shares in dematerialized form : 8 characters from right of CLIENT ID Number. No special characters will be taken from the name and Client Id. Example : Mr. AJAY SRIVASTAVA and Client id is 45436217 the PAN to be entered will be AJ45436217.
- # Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or Company, please enter the member id/folio number in the Dividend Bank details field.
- (vii) After entering these details appropriately, click on "SUBMIT" tab.
 - (viii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



Notice (Continued)

- (ix) For Members holding shares in physical form, the details can be used only for e- voting on the Resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant 'WARREN TEA LIMITED' on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the Resolutions.
- (xiii) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and image Captcha Code on Forgot Password & enter the details as prompted by the system.
- (xvii) The voting shall commence at 10.01 a.m. on 1st September, 2014 and shall close at 5.p.m. on 3rd September, 2014. You can log in any number of times till you have voted on the resolution(s) or till the end of the voting period (i.e. 3rd September, 2014) whichever is later.
- (xviii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a 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's email at salil.banerjee@gmail.com with a copy marked to helpdesk. evoting@cdslindia.com **before** 1st September, 2014 without which the voting shall not be treated as valid.
- (xix) Mr Salil Banerjee, Company Secretary in wholetime practice (Membership No. FCS 2288, CP No.1140) of Commercial Point', Room No.506, 79 Lenin Sarani, Kolkata 700 013 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner whose email id is salil.banerjee@gmail.com. In case you have any queries or issue regarding E-voting, please contact at helpdesk. evoting@cdslindia.com.
- (xx) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.warrentea.com and on the website of CDSL within two days of the passing of the resolutions at the thirty seventh Annual General Meeting of the Company on 10th September, 2014 and shall be communicated to the BSE Limited and Calcutta Stock Exchange Limited where the shares of the Company are listed.
- (xxi) The Scrutinizer shall within a period not exceeding (3) working days from the conclusion of the e-voting period unlock the votes in the presence of at least (2) witnesses not in the employment of the Company and make a Scrutinizer's Report on the votes cast in favour or against, if any forthwith to the Chairman of the Company.

Notice (Continued)

- (xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk. evoting@cdslindia.com.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 4 & 5

The Board of Directors of your Company('the Board') appointed Mrs. Anup Kaur Bindra ('Mrs. Bindra') (DIN 03391125) and Mr. Lalit Kumar Halwasiya ('Mr. Halwasiya') (DIN 00211756) as Independent Directors of your Company with effect from 29th May, 2014. Necessary Notices have been received from a member under section 160 of the Companies Act, 2013(' the Act') signifying his intention to propose the appointments of Mrs. Bindra and Mr Halwasiya as Directors of the Company.

Mrs. Bindra and Mr. Halwasiya are each willing to act as a Director of your Company, if so appointed and have filed with your Company their consents pursuant to Section 152(5) of the Act and Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014. Mr. Halwasiya has been appointed as a member of the Audit Committee and the Nomination and Remuneration Committee of the Company.

Mrs. Bindra**Brief Resumé:**

Mrs. Bindra is a Science Graduate from Punjab University. She is the CEO and proprietor of M/s Jyoti Enterprises, an export oriented manufacturing unit specializing in Shellac Aleuritic Powder and Shellac related products. Her experience ranges over twenty years in this field. She is also a Director of Dip Software Solutions Private Limited which has provided software solutions both domestic and overseas. She has also been the Chairperson of Indian Golf Union Ladies Section between 2005-2007.

Expertise in Specific Functional Areas:

Specialised in Shellac Aleuritic Powder and Shellac related products.

Directorships of other companies :

Dip Software Solutions (P) Ltd. Director

Committee Memberships of other companies : None.

Mrs Bindra does not hold any share in the Company.

Mr. Halwasiya**Brief Resumé:**

Mr. Halwasiya is a Commerce Graduate from Calcutta University and holds an MBA from the University of South Dakota in U.S.A. He is a Whole-time Director of Vermillion Petrochem (P) Ltd. specializing in making petroleum products, processing and refining certain grades of oils. Mr. Halwasiya has been a regular Tennis player at the Calcutta South Club and is a very keen and active Golfer.



Notice (Continued)

Expertise in Specific Functional Areas:

Petroleum refining and Petroleum products.

Directorships of other companies :

Vermillion Petrochem (P) Ltd.

Whole-time Director

Owners Court Cooperative Housing Society Ltd.

Director

Committee Memberships of other companies : None.

Mr. Halwasiya does not hold any share in the Company.

In the opinion of your Directors, Mrs. Bindra and Mr. Halwasiya fulfil the criteria with regard to their status as independent Directors.

Having regard to the background and experience of Mrs. Bindra and Mr. Halwasiya the Board considers that their appointment as Independent Directors of the Company would be of considerable benefit for the Company and it is desirable to avail their services as Independent Directors.

The terms and conditions of Independent Directors would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Accordingly, the Board recommends the Resolutions set out in Item Nos.4 and 5 of the Convening Notice.

Except Mrs. Bindra and Mr. Halwasiya being the appointees, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions set out at Item Nos.4 & 5 respectively of the Convening Notice.

Item No. 6, 7 & 8

Mr. Nand Gopal Khaitan, ('Mr. Khaitan') (DIN 00020588), Mr. Sriprakash Bhoopal ('Mr. Bhoopal') (DIN 00042977) and Mr. Nilotpal Dutta ('Mr. Dutta') (DIN 00045667) are Non-Executive Independent Directors, of the Company.

Mr. Khaitan joined the Board of Directors of the Company with effect from 9th July, 2013, whilst both Mr. Bhoopal and Mr. N. Dutta joined from 17th October, 2003.

Mr. Khaitan

Brief Resumé:

Mr. Khaitan is an Attorney-at-Law (Bells Chamber, Gold Medalist). He is a Senior Partner of Messrs.Khaitan &Co. a leading Indian law firm. He is also a Notary Public appointed by the Government of India. He is practising as Attorney and Advocate in the Hon'ble Calcutta High Court and the Hon'ble Supreme Court of India. Mr. Khaitan is a Committee Member of the Federation of Indian Chambers of Commerce and Industry, New Delhi, President of Indian Council of Arbitration, Executive Committee Member of Bharat Chamber of Commerce, Executive Committee member of The Agri-Horticultural Society of India; Executive Committee Member of two leading schools in Kolkata and had been President of two leading Social Clubs in Kolkata.

Expertise in Specific Functional Areas:

Notice (Continued)

Commercial and corporate laws, tax laws, arbitration, foreign collaborations, mergers and acquisitions, corporate restructuring & Demergers.

Directorships of other companies :

Chase Bright Steel Limited	India Power Corporation Limited
HSIL Limited	Rowdon Business Pvt.Limited
J K Lakshmi Cement Limited	XENIX Servis Pvt. Limited
Mangalam Timber Products Ltd.	Ushodaya Marketing Pvt Limited
Mangalam Cement Limited	Srijan Vinimay Pvt. Limited
Naga Dhunseri Group Limited	Rasoi Limited
Reliance Chemotex Industries Limited	

Committee Memberships of other companies :

Mangalam Timber Products Ltd.	Audit Committee	Chairman
	Share Transfer Committee	Member
JK Lakshmi Cement Ltd.	Audit Committee	Member
	Shareholder/Investor Grievance Committee	Member
HSIL Ltd.	Audit Committee	Member
	Shareholder/Investor Grievance Committee	Chairman
	Remuneration Committee	Member
Reliance Chemotex Industries Ltd.	Audit Committee	Member
Mangalam Cement Ltd.	Audit Committee	Member
	Investment Committee	Chairman
	Remuneration Committee	Member
India Power Corporation Ltd.	Audit Committee	Member
	Remuneration Committee	Chairman

Mr. Khaitan does not hold any share in the Company.

Mr. Bhoopal

Brief Resumé :

Mr. Bhoopal is a Commerce Graduate from Calcutta University and has done tea tasting training with J. Thomas & Co. P. Ltd., Kolkata. He has many decades of experience in family owned Tea Plantation business. At present he is the Managing Director of Marangi Private Limited owning Marangi Tea Estate in Assam.

Mr. Bhoopal is the Chairman of the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of the Board of Directors of the Company.

Expertise in Specific Functional Areas :

Plantation, Manufacturing, Tasting and Marketing of Tea.

Directorships & Committee Memberships of Other Companies:

Amarawati Tea Co.Ltd.	Director
Marangi Pvt. Limited	Managing Director
Jalan Pipes Ltd.	Director

**Notice (Continued)**

Good Tea Investment & Trading Co.Ltd.	Director
Universal Exports	Partner
Patodia Consultants Ltd.	Director
Madoorie Tea Estate Pvt. Ltd.	Director
H.P.Barua Tea Estates Pvt. Ltd.	Director
Mouchak Agro Pvt. Ltd.	Director

Mr. Bhoopal holds one Equity Share of ₹ 10 each in the Company.

Mr. Dutta

Brief Resumé:

Mr. Dutta is a Commerce Graduate from North Eastern Hill University, Shillong. He joined his family owned tea plantation business, Umabari Tea Co.(P) Ltd.in 1986.

He has also undergone tea tasting and marketing training with J.Thomas & Co.(P) Ltd., Contemporary Brokers Pvt.Ltd. and Calcutta Auction Centre during 1987. He has been the Vice Chairman of Jorhat Circle of Assam Tea Planters Association and an active Member of Assam Tea Planters Association /Assam Branch Indian Tea Association/Indian Tea Association as well as of Tea Research Association.

Expertise in Specific Functional Areas:

Plantation, Manufacturing, Tasting and Marketing of Tea.

Directorships & Committee Memberships of other companies:

Contec Aviation Private Limited Director

Mr. Dutta holds ten Equity Shares of ₹ 10 each in the Company.

In terms of Section 149 of the Act, an Independent Director shall hold office for a term of five consecutive years on the Board of the Company; further, any tenure of an Independent Director on the date of commencement of the Act, shall not be counted as the term as aforesaid.

The Board considers that their continued association would be beneficial to the Company and it is desirable to continue to avail of their services as Independent Directors for a period of five years upto 31st March, 2019.

The terms and conditions of Independent Directors would be available for inspection without any fee by the members at the Registered Office of the Company on any working day prior to the date of the meeting between 9.00 am and 11.00 am and will also be available at the Meeting.

Accordingly the Board recommends Resolution Nos 6,7, and 8 in relation to the continuance of Mr. Khaitan, Mr. Bhoopal and Mr. Dutta respectively as Independent Directors for a period of five years upto 31st March, 2019, for the approval by the shareholders of the Company.

Except Mr. Khaitan, Mr. Bhoopal and Mr. Dutta being the appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions set out at Item nos. 6, 7 and 8 respectively of the Convening Notice.

Item No. 9

Mr. Subhajit Kumar Ghosh (Mr. Ghosh) (DIN 00042335) had been reappointed as Managing Director for a period of 3 years with effect from 1st April, 2011(approved by the shareholders

Notice (Continued)

at the Annual General Meeting held on 9th September, 2011), which term of office expired on 31st March, 2014. The Board at its Meeting held on 29th May, 2014 reappointed Mr. Ghosh as Managing Director of the Company for a period of 3 years with effect from 1st April, 2014, on the terms and conditions contained in the Agreement to be entered into by the Company with Mr. Ghosh, subject to the approval of the Members of the Company in accordance with the limits specified in Schedule V to the Act.

The remuneration payable to Mr. Ghosh for such period of reappointment has been approved by the Nomination and Remuneration Committee on 29th May, 2014.

The principal terms and conditions of Mr. Ghosh's reappointment are as follows:

A. Salary per month :

- | | |
|---|-----------|
| i) From 1st April, 2014 to 31st March, 2015 | ₹ 210,000 |
| ii) From 1st April, 2015 to 31st March, 2016 | ₹ 230,000 |
| iii) From 1st April, 2016 to 31st March, 2017 | ₹ 250,000 |

B. In addition to the above salary, bonus is payable to Mr. Ghosh subject to a ceiling of 100 (one hundred) Percent of the annual salary.

C. Perquisite entitlement of Mr. Ghosh:

In addition to salary and bonus Mr. Ghosh will be entitled to perquisites like house rent allowance or furnished accommodation, gas, electricity, water, furnishings, use of Company cars, medical reimbursement for self and family, leave travel concession for self and family, club fees, personal accident insurance, retirement benefits etc., in accordance with the Rules of the Company; in addition, he may be paid a Special Allowance as may be decided by the Board from time to time. Perquisites shall be valued as per Income Tax Rules, wherever applicable, and in the absence of any such Rule, shall be valued at actual cost.

The aggregate of the total salary and monetary value of all perquisites and retirement benefits in accordance with the Rules of the Company payable to Mr. Ghosh and other Managing/Whole-time Directors shall not exceed 10% of the profits of the Company calculated in accordance with Sections 197 of the Act.

In the event of absence or inadequacy of profits of the Company in any financial year during the period of reappointment of Mr. Ghosh he shall be entitled to receive/ enjoy his aforesaid remuneration including perquisites.

Mr. Ghosh will not receive any sitting fees for attending Meetings of the Board or any Committee thereof.

The Agreement also sets out mutual rights and obligations of the parties.

The re-appointment and remuneration of Mr. Ghosh as Managing Director of the Company require the approval of the Members of the Company in General Meeting in terms of Part III of Schedule V to the Act and the remuneration payable also requires the approval of the Company in General Meeting under Section 197 of the Act.

The re-appointment of Mr. Ghosh on the terms proposed, satisfies the conditions laid down in Parts I, II and Clause I of Part III of Schedule V to the Act and a Return in the prescribed form (along with Certificate under Clause 2 of Part III of Schedule V to the Act) under Subsection (4) of Section 196 of the Act will be filed with the Registrar of Companies, Assam, Tripura, Manipur, Nagaland, Meghalaya, Mizoram and Arunachal Pradesh



Notice (Continued)

Brief Resumé:

Mr. Ghosh is a fellow Member of the Institute of Chartered Accountants of India and a Member of the Institute of Internal Auditors, U.S.A. He has been working in the Tea Industry for the last 38 years and has considerable exposure to that Industry.

Expertise in specific Functional Areas :

Accounts, Finance, Audit and Taxation

Directorships & Committee Memberships of other companies:

DPIL Limited	Director
ABC Tea Workers Welfare Services	Director
Audit Committee (DPIL Limited)	Chairman
Stakeholders' Relationship Committee (DPIL Limited)	Member

A copy of the draft Agreement referred to in the Resolution set out in item 9 of the Convening Notice would be available for inspection by the Members of the Company at its Registered Office on any working day prior to the date of the meeting between 9.00 am and 11.00 am and will also be available at the Meeting.

Except Mr. Subhajit Kumar Ghosh, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out in Item no.9 of the Convening Notice.

Item No. 10

At a meeting of the Board of Directors of the Company ('the Board'), held on 29th May, 2014, Mr. Vinay K. Goenka ('Mr. Goenka') was re-designated as Chairman from Executive Chairman of the Company with immediate effect on the terms and conditions contained in the Supplemental Agreement to be entered into by the Company with Mr. Goenka subject to approval of the Members of the Company.

A copy of the draft Supplemental Agreement referred to in the Ordinary Resolution set out in Item No. 10 of the Convening Notice will be available for inspection by the Members of the Company at its Registered Office on any working day prior to the date of the meeting between 9.00 am and 11.00 a.m. and will also be available at the Meeting.

The Resolution set out in Item No.10 of the Convening Notice has to be considered accordingly and the Board recommends its acceptance.

Except Mr. Vinay K. Goenka and his son Mr. Vivek Goenka, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item no.10 of the Convening Notice.

Item No. 11

Consequent on the coming into force of the Companies Act, 2013, necessary changes need to be effected in the Company's Articles of Association. Therefore, the Board of Directors recommends adoption of a new set of Articles of Association instead of carrying out amendments to the several Articles.

In terms of Section 14 of the Act, any alteration of the Articles is to be made by a Special Resolution passed by the shareholders. The Special Resolution set out in Item no.11 of the Convening Notice has to be considered accordingly and the Board recommends its acceptance.

Notice (Continued)

A copy of the draft proposed Articles of Association of the Company would be available for inspection by the Members at the Registered Office of the Company during normal business hours or any working day, upto and including the date of the Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution set out at Item no.11 of the Convening Notice.

Item No. 12

EIH Ltd. had been acting as the Interface Registrars for electronic part of the processing relating to dematerialisation of shares. Consequent on discontinuance of such service by EIH Limited, CB Management Services (P) Limited having their office at P-22 Bondel Road, Kolkata 700 019 have been appointed as Registrars and Share Transfer Agents of the Company which is also in consonance with Securities & Exchange Board of India's requirement of appointment of Common Agency for Share Registry Work.

It is felt by the Board that in such circumstances, it would be preferable to keep the Register of Members, Index of Members, copies of Annual Returns etc. at the premises of the Registrar and Share Transfer Agents. For the purpose, approval of the members is required to be obtained by Special Resolution in terms of Section 94 of the Act which also requires that an advance copy of the proposed Special Resolution be given to the Registrar of Companies, Assam.

The Special Resolution set out in Item 12 of the Convening Notice has to be considered accordingly and the Board recommends its acceptance.

No Director, Key Managerial Personnel nor any of their relatives is interested in the Special Resolution set out in Item no.12 of the Convening Notice.

Item No. 13

The Members of the Company at their twenty-ninth Annual General Meeting of the Company held on 6th September, 2006 had accorded their approval under section 293(1)(d) of the Companies Act, 1956 for borrowings over and above the aggregate of paid up share capital and free Reserves of the Company and to create securities in relation to such borrowing.

Section 180(1)(c) of the Act requires that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by a Special Resolution whilst Section 180(1)(a) of the Act requires similar approval by Special Resolution to, inter alia, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company.

The Special Resolution set out in Item 13 of the Convening Notice has to be considered accordingly and the Board recommends its acceptance.

No Director, Key Managerial Personnel of the Company nor any of their relatives is interested in the Special Resolution set out in Item no.13 of the Convening Notice.

Suvira House
4B, Hungerford Street,
Kolkata 700 017.
29th May, 2014

By Order of the Board
Siddhartha Roy
President - Legal
& Company Secretary



Directors' Report

Your Directors have pleasure in presenting their Thirty-seventh Annual Report to the Members together with the Audited Accounts for the year ended 31st March, 2014 :

FINANCIAL RESULTS

	Current Year (₹ in lakhs)	Previous Year (₹ in lakhs)
Profit before Depreciation and Tax	3202.05	2377.27
Less: Depreciation and Amortisation	494.50	496.73
Profit before Tax	2707.55	1880.54
Tax Expense		
Current Tax	725.00	360.00
Deferred Tax	(42.16)	147.06
Profit for the Year	2024.71	1373.48
Balance brought forward from Previous Year	3724.08	7149.54
	5748.79	8523.02
Less : Transferred in terms of Scheme of Arrangement	—	4798.94
Balance carried to Balance Sheet	5748.79	3724.08

SCHEME OF ARRANGEMENT

The Scheme of Arrangement for demerger of seven tea estates of your Company to James Warren Tea Limited was effected on 9th January, 2014, with retrospective effect from 1st April, 2011. Effect of the said Scheme of Arrangement have already been given in the Accounts for the year ended 31st March, 2013.

AUDITORS' REPORT

Messrs B. M. Chatrath & Co., Statutory Auditors have submitted their Report in respect of the financial year 2013-14 under Section 227 of the Companies Act, 1956 and the Companies Act, 2013 to the extent applicable.

For the year ended 31st March, 2013 the Cost Audit had been completed by Messrs Shome and Banerjee, Cost Accountants. The Cost Audit Report had been submitted by the Cost Auditors to the appropriate Authorities on 27th March, 2014, within the date of submission extended by the Hon'ble Calcutta High Court.

ACCOUNTING POLICIES AND PROCEDURES

The major accounting policies as narrated in the Notes to the Financial Statements in Note 24 in conformity with the Accounting Standards which have been specified in the Companies Act, 1956 and the Companies Act, 2013 to the extent applicable and the Rules framed thereunder as applicable to the Company have been followed as usual in course of preparing and presenting these Accounts.

Directors' Report (Continued)

Your Company continues to have an adequate internal audit system carried out by firms of practising Chartered Accountants who submit their Reports upon completion of audit for consideration by the Directors.

RESUMÉ OF PERFORMANCE

Your Company achieved a total revenue of ₹ 14193.14 Lakhs this financial year as against ₹ 12182.82 Lakhs for the previous year ended on 31st March, 2013. The profits of your Company before providing for tax was ₹ 2707.55 Lakhs as compared to ₹ 1880.54 Lakhs in the last financial year ended on 31st March, 2013. The improvement in performance is on account of both increased production as well as better realizations.

Crop

Your Company's saleable crop was recorded at 7.77 Million Kgs. as compared to the previous year's production of 6.46 Million Kgs.

Comparative Crop figures during the past five years for its seven tea estates are given below :

Year Ended on	Saleable Crop In Million Kgs.
31.3.2014	7.77
31.3.2013	6.46
31.3.2012	7.51
31.3.2011	7.05
31.3.2010	7.22

Sales

Proceeds from sale of tea amounted to ₹ 13903.30 Lakhs for the year under review as against ₹ 11854.90 Lakhs in the previous year.

Quality

Your Company continues in its focus in the production of its own leaf to ensure Quality product. The manufacture of Quality teas has been maintained through implementation of best suited agricultural practices.

Your Directors continue to recognise the attributes of Tea as a Health Drink. All Tea Estates of your Company continue to be participants of the Ethical Tea Partnership Programme (ETP) of U.K., with a view to provide reassurance that teas of your Company are produced in a socially responsible way. Your Company also continues to lay emphasis on the critical issues of Maximum (Permissible Chemicals) Residue Limits (MRLs) and ensures compliance with stringent international as well as Indian norms at all its estates.



Directors' Report (Continued)

Exports

Exports for the year was ₹ 679.57 Lakhs as against ₹ 374.55 Lakhs for the previous year.

Employees' Welfare

The Company continued in its emphasis to maintain and promote various welfare measures at the plantations. The Company envisions human resource development as integral to its long term sustainability and success, to which end it continues its efforts for human resource development for employees at various levels. Welfare Week Programmes continued to be carried out in all the Company's tea estates as part of its efforts to improve the quality of life of the Company's most valuable assets i.e. its employees and their families.

Personnel

Your Directors record their appreciation for contribution and co-operation of employees at all levels.

Industrial relations with employees remained cordial and satisfactory during the year under review. Your Directors are happy to place on record their sincere appreciation to all employees for their unstinted efforts and contribution.

Prospects

In spite of unfavourable weather conditions in the beginning of the current year impacting production, your Company's teas continue to receive remunerative prices on account of consistent Quality which with likely improvement in weather conditions is expected to result in improved performance again this year.

SHAREHOLDERS

With a view to continuing investment in its estates for sustainable development and improvement and with an eye on consolidation, your Directors have considered not to declare any dividend for the year under review.

PARTICULARS OF EMPLOYEES

Particulars of employees as required to be disclosed under Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, are given in Annexure 'A'.

COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988

Conservation of Energy

Information pertaining to conservation of energy as required under Section 217(1)(e) of the

Directors' Report (Continued)

Companies Act, 1956, including Form A specified under the above Rules, is given in Annexure 'B'.

Technology Absorption

Information pertaining to technology absorption in Form B specified under the above Rules is also given in Annexure 'B'.

Foreign Exchange Earning & Outgo

Activities relating to exports : The Company continues to pursue its activities in exporting teas to UK, Germany, Netherlands, U.S.A, Pakistan and the Middle East.

Initiatives taken to increase exports : Your Company continues with its focus on quality in its endeavour to cater to quality conscious markets for its teas.

Your Company's Integrated Management Policy relating to pesticides, fertilizers and other agro inputs in conformity with both domestic and global norms continues as before.

All estates of your Company continue to be participants of the Ethical Tea Partnership Programme of U.K.

Development of new export markets for products and services: Your Company has initiated steps to explore new markets in addition to developing existing ones.

Export plans : Your Company continues in its efforts with a view to increasing its exports to existing buyer countries as well as to explore new countries where exports could be effected in future.

Total Foreign Exchange — Earned (Gross) :	₹ 715.88 Lakhs
— Used :	₹ 15.01 Lakhs

CORPORATE GOVERNANCE

In compliance with the disclosures required under the said Clause 49 of the Listing Agreement with the Stock Exchanges, a Management Discussion and Analysis Report is provided in Annexure 'C'.

The Report on Corporate Governance as required under the aforesaid Clause is also provided in Annexure 'D' to this Report, together with the Declaration affirming compliance with the Code of Conduct of the Company and Auditors' Certificate on compliance with the conditions of Corporate Governance.

DIRECTORS' RESPONSIBILITY STATEMENT **(Pursuant to Section 217 (2AA) of the Companies Act, 1956)**

Your Directors confirm that the items of Directors' Responsibility Statement given below have long been practised in course of running of the Company. However, as a means of adequate compliance of the statutory requirements the Directors re-assert that :



Directors' Report (Continued)

- (i) The Accounting Standards as applicable to your Company and corroborated by the Companies Act, 1956 and the Companies Act, 2013 to the extent applicable have been followed in course of preparation of the Annual Accounts for the year ended 31st March, 2014 and there has been no material departure to warrant further explanation.
- (ii) In keeping with the Company's practices, accounting policies have been followed in course of the Annual Accounts for the year ended 31st March, 2014, so as to exhibit a true and fair view of the state of affairs of the Company and of the profit for that period as have also been certified by the Statutory Auditors of the Company.
- (iii) The Statutory Auditors' Report does confirm in regard to adequate controls and internal audit systems being followed by the Company in course of running its affairs as also for maintenance of its assets. Your Directors take every caution to relate such control measures to the benefit of the Company and with a view to prevent any fraud or irregularities to creep in.
- (iv) The Annual Accounts of the Company for the year ended 31st March, 2014 have been prepared on a going concern basis as hitherto.

COMMITTEES

Corporate Social Responsibility Committee

During the year a Corporate Social Responsibility Committee was constituted consisting of Mr. S. Bhoopal as Chairman and Mr. N. Dutta, Mr. Vinay K. Goenka and Mr. S. K. Ghosh as Members for the purpose of, inter alia, formulating the Corporate Social Responsibility Policy indicating the activities to be undertaken by your Company, recommend the amount of expenditure to be incurred on such activities and monitoring the Corporate Responsibility Policy of your Company from time to time in line with the Companies Act, 2013.

Nomination and Remuneration Committee

The Remuneration Committee was reconstituted as Nomination and Remuneration Committee to carry out the additional requirements as required in terms of Section 178 of the Companies Act, 2013.

Stakeholders' Relationship Committee

The Shareholders' Grievance and Share Transfer Committee was reconstituted as Stakeholders' Relationship Committee in line with the requirements of Companies Act, 2013.

Audit Committee

The Terms of Reference of the Audit Committee was enlarged in line with Section 177 of the Companies Act, 2013 and also to include Vigil Mechanism as contemplated under that Act.

Directors' Report (Continued)

DIRECTORATE

In accordance with the Articles of Association of the Company Mr. Vinay K. Goenka retires by rotation and being eligible has offered himself for reappointment.

Mrs. Anup Kaur Bindra and Mr. Lalit Halwasiya were appointed as Additional Directors with effect from 29th May, 2014. They vacate office at the forthcoming Annual General Meeting or the last date on which the Annual General Meeting should be held whichever is earlier. Necessary notices have been received from a Member of the Company under Section 160 of the Companies Act, 2013 signifying his intention to propose the appointments of Mrs. Bindra and Mr. Halwasiya as Directors of the Company. As Mrs. Bindra and Mr. Halwasiya are Independent Directors, approval of the shareholders is also being sought for their appointment for a period of five years. Mr. C. K. Dhanuka and Mr. D. P. Jindal resigned as Directors with effect from 29th May, 2014. The Directors place on record their appreciation for the services rendered by them during their tenure as Directors. Mr. Vinay K. Goenka was redesignated Chairman of your Company subject to approval of the shareholders with effect from 29th May, 2014.

Mr. N. G. Khaitan, Mr. S. Bhoopal and Mr. N. Dutta are Independent Directors, and necessary approvals by the shareholders at the forthcoming Annual General Meeting are being sought for their continuance as Independent Directors for a period of five years upto 31st March, 2019 in consonance with the Companies Act, 2013.

AUDITORS

Messrs B. M. Chatrath & Co., Chartered Accountants, Statutory Auditors of the Company retire at the conclusion of the forthcoming Annual General Meeting and being eligible have offered themselves for reappointment.

During the year under review Messrs Shome & Banerjee, Cost Accountants were re-appointed with the approval of the Central Government for audit of Cost Accounts maintained by the Company in respect of Plantation Products for the year ended 31st March, 2014.

Kolkata
29th May, 2014

Vinay K. Goenka
Chairman



Annexure 'A' to the Directors' Report

Particulars of Employees in terms of Section 217 (2A) of the Companies Act, 1956

Name	:	Vinay K. Goenka	S. K. Ghosh
Designation	:	Chairman	Managing Director
Gross Remuneration (₹ In Lakhs)	:	103.44	68.92
Qualification	:	B.Sc. (Botany)	B.Com. (Hons.), F.C.A.
Experience (Years)	:	37	38
Age (Years)	:	56	60
Date of Commencement of Employment	:	19.04.83	02.05.83
Last Employment held before joining the Company			
Organisation	:	The Eriabarie Tea Co. Pvt. Ltd.	Consultant
Designation	:	Senior Executive	—

- Notes :
- (1) The gross remuneration shown above is subject to tax and comprises salary, commission/bonus, allowance, monetary value of perquisites evaluated as per Income Tax Rules, Company's contributions to Provident Fund, Superannuation and Gratuity Funds subject to the relative Fund Rules.
 - (2) Both the appointments are contractual.
 - (3) Mr. Goenka holds more than 2% of the Equity Shares of the Company.
 - (4) Neither Mr. Goenka nor Mr. Ghosh is a relative of any Director of the Company.

Kolkata
29th May, 2014

Vinay K. Goenka
Chairman

Annexure 'B' to the Directors' Report

Information as per Section 217 (1)(e) of the Companies Act, 1956

Conservation of Energy

Tea Industry has been a Major consumer of the energy in the state and your company shows a lot of concern in this critical factor to ensure adequate and appropriate use of power in each department of the processing and other areas. As the cost of power has been enhancing year by year and being the major component of processing, utmost care is being taken to ensure that your Company has always had an eye on conservation of energy since avoidable use of energy also constitute a national waste. By reducing wastage of energy and using it more efficiently, there is a potential of saving energy substantially. Your Directors have always sought to conserve energy by different measures, further particulars of which are provided hereunder.

a) Energy conservation measures taken

The Power Factor maintenance has been one of the major thrust areas in all the estates of your Company. The transformers of your company are periodically checked by the competent personnel, which ensure efficient use of power supplied by the Government. The power factor is monitored strictly thus leading to lesser losses during transmission of power. Power capacitors/motors are regularly monitored for their performance thus reducing power consumption through Grid. Your Directors and your Company's Senior Management personnel continuously make efforts with a view to conserve energy. The domestic consumption of power is regulated with the use of proper metering devices in all the estates of your Company, to ensure measured use of the energy available whereby cost is minimized without affecting operations. Your Company has also taken necessary regulatory energy saving measures to ensure beneficial use of energy.

Your Company has taken additional measures such as re-layout of the electrical plan and use of power efficient CTC and sorting machines in some of its Tea Estates for increasing the efficiency of the processing systems.

New Layouts designed so as to maximize the use of conveyors in different departments of the processing has resulted in reducing running hours and also to minimize idle time of the machines, thus increasing the output and subsequently lesser consumption of electrical power. Some of the older sorting machines have been replaced by newer efficient machines.

The Company has replaced some conventional driers which were consuming more power and energy as compared to the replaced ones.

b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy.

All proposals being made each year and implemented are only based on power efficient machineries like Vibro Fluid Bed Dryer, Continuous Fermenting Machine and withering trough for enhancing the production output and to reduce longer operational hours



Annexure 'B' to the Directors' Report (Continued)

thereby leading to savings in electrical power consumption. Use of energy efficient troughs and rolling tables have reduced the power consumption.

Your Company works in tandem with the State Electricity Board, for upgradation and maintenance of overhead power transmission lines for better availability of Grid Power keeping efficient energy consumption in mind.

c) Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods.

The Improvement of energy utilization has resulted in economy in cost. Positive efforts of the technical and concerned personnel at the tea estates and support from you, to devise new systems and implement modernized methods have improved overall energy consumption at factories and other areas without affecting operations as well as performance of machinery and other equipment.



Annexure 'B' to the Directors' Report (Continued)

Form for disclosure of particulars with respect to Conservation of Energy

FORM A

(A) Power and Fuel consumption

		Current Year	Previous Year
1. Electricity			
(a) Purchased			
Units	('000KWH)	4303	3778
Total Amount	(₹ '000)	33667	29833
Rate/Unit	(₹/KWH)	7.82	7.90
(b) Own Generation			
i) Through Diesel Generator			
Units	('000KWH)	1091	829
Units per ltr. of Diesel Oil	(KWH)	2.92	2.90
Fuel Cost/Unit	(₹/KWH)	18.43	15.66
ii) Through Natural Gas Generator			
Units	('000KWH)	1789	1846
Units per Scm of Gas	(KWH)	1.35	1.33
Fuel Cost/Unit	(₹/KWH)	6.76	5.78
2. Coal	(MT)	—	—
3. Furnace Oil for Tea Processing in Withering & Drying			
Quantity	(K.Ltrs)	24.08	13
Total Amount	(₹ '000)	1298	597
Average Rate	(₹/K.Ltr.)	53917	46252
4. Others/Internal Generation			
(a) Natural Gas : for Tea Processing in Withering & Drying			
Quantity	('000Scm)	5894	4765
Total Cost	(₹ '000)	48570	33103
Rate/Unit	(₹/Scm)	8.24	6.95
(b) H.S.D. Oil: for Transport & Material Handling etc.			
Quantity	(K.Ltrs)	170	168
Total Cost	(₹ '000)	9158	7717
Rate/Unit	(₹/K.Ltr.)	53909	46043
(c) Petrol : for Transport & Material Handling etc.			
Quantity	(K.Ltrs)	39	38
Total Cost	(₹ '000)	2906	2786
Rate/Unit	(₹/K.Ltr.)	74000	73680
(d) L.P.G. (for domestic use at Gardens)			
Quantity	(Cylinder)	4781	5041
Total Cost	(₹ '000)	2765	3677
Rate/Unit	(₹/Cylinder)	578	729

(B) Consumption per unit of production

		Standards (Estimated)		
(Including energy used for Domestic purposes at Gardens)				
Products - Tea (Gross Production)	('000 Kgs)	—	7938	6598
Electricity	(KWH/Kg)	0.90	0.90	0.98
Furnace Oil	(Ltr/Kg)	0.001	0.00303	0.00195
Others : Natural Gas	(Scm/Kg)	0.77	0.74	0.72
H.S.D. Oil	(Ltr/Kg)	0.018	0.021	0.025
Petrol	(Ltr/Kg)	0.003	0.005	0.006
L.P.G.	(Cylinder/Kg)	0.0008	0.0006	0.0008



Annexure 'B' to the Directors' Report (Continued)

FORM B

Form for disclosure of particulars with respect to absorption

RESEARCH AND DEVELOPMENT (R & D)

1. Specific Areas in which R & D carried out by the Company
2. Benefits derived as a result of the above R & D
3. Future plan of action
4. Expenditure on R & D ₹ 12.02 Lakhs
5. (a) Capital —
(b) Recurring ₹ 12.02 Lakhs
(c) Total ₹ 12.02 Lakhs
(d) Total R & D expenditure as a percentage of total Turnover 0.08%

The Company did not carry out any R & D activities. However, during the year the Company subscribed a sum of ₹.12.02 Lakhs to Tea Research Association ('TRA') which is registered under Section 35(1)(ii) of the Income Tax Act, 1961 as a scientific research association. TRA has been set up more than 100 years ago for the purpose of carrying out research aimed at improving various aspects of tea plantations who derive benefit from such detailed work carried out by TRA. The expenses for such work are collectively borne by TRA from the contributions made by various tea companies. It is not practical to detail out these particulars relating to work carried out by TRA.

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

1. Efforts, in brief, made towards technology absorption, adaptation and innovation.
2. Benefit derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution, etc.
3. In case of imported technology (imported during the last 5 years reckoned 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 this has not taken place, reasons therefor, and future plans of action

Not Applicable

Annexure 'C' to the Directors' Report

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Clause 49 of the Listing Agreement with the Stock Exchanges stipulates disclosure under specific heads which are given in the following paragraphs and which continue to be followed in the usual course of the Company's business over the years in discussions amongst the Directors and other Senior Management Personnel.

(a) Industry Structure and Developments

Tea continues to be enjoyed by consumers in many countries around the world. Tea Industry in India is nearing the two century mark. It is the second largest tea producer in the world, providing employment opportunities, both direct and indirect to more than a million people, the vast majority of whom come from the less privileged sections of society. It is a sector of which the country can take a lot of pride in because of its pre-eminence as a foreign exchange earner and its contribution to the country's National Income. Your Company continues to follow the practice of marketing the product in bulk for subsequent trade channels to make tea available to the consumers.

(b) Opportunities and threats

The Tea Industry is largely dependent on the vagaries of nature. Climatic changes are occurring across the globe effect of which is also felt in this country. Volumes of tea cultivated across most of the country has been substantially lower in the current year. The Industry is highly labour intensive and is subject to stringent labour laws. Your Company maintains the standards of its produce both in the domestic as well as overseas markets, mainly on account of its consistent thrust on quality. Your Company's estates continue in their participation in Ethical Tea Partnership (ETP) Programme, also continues with Maximum (Permissible Chemicals) Residue Limits (MRLs) all of which have a bearing on production both in quantitative and qualitative terms. Your Company has continued to drive its vision of a Quality product and this year was no exception.

(c) Segment-wise or Product-wise Performance

The Company does not have any separate primary business segment as it sells only black tea in bulk. However, it continues to sell such teas both in the domestic and overseas markets.

(d) Outlook

Tea continues to be the most popular beverage in the country and is growing in significance as a health drink; the per capita consumption of tea in the country is increasing. Your Directors continue in their emphasis on the "Quality" of tea.

(e) Risks & Concerns

Despite best efforts, the unfavourable climate for growing as well as Indian and overseas



Annexure 'C' to the Directors' Report (Continued)

market conditions continue to govern results. The effects of Global climatic changes have also been manifest in changes in weather patterns in the country. There has been noticeable change in distribution of rainfall as well as in fluctuating temperatures. The Company continues with its emphasis on teas produced without losing sight of the value of its human resources.

(f) Internal Control Systems & their Adequacy

The Company has in place adequate systems of internal control procedures commensurate with the Company's size and nature of its operations. Internal Control system continues to be focus area for the Company. This aims to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding of assets from unauthorized use or losses, executing transactions with proper authorization and ensuring compliance of corporate policies. The Auditors periodically visit various units of the Company. Budgetary and other control measures continue to be observed for monitoring plantation and other activities with a view to improving performance.

(g) Financial & Operational Performances

Details relating to the Company's financial position are available in the Accounts for the year during which the total revenue amounted to ₹ 14193.14 Lakhs and net worth increased to over ₹ 10885.57 Lakhs which is attributable to increased production as well as improved market conditions. The Company's consistent efforts of good governance practices in production and manufacture of tea including its continued focus on quality have continued to contribute to its performance. The Company looks forward to further improvements in the future thereby strengthening its sound financial base.

(h) Material Developments in Human Resources / Industrial Relations Front

Tea Industry is essentially labour intensive and the Company's employees are its most valuable assets. Industrial relations remained cordial and satisfactory during the year under review for your Company which directly employs around fifteen thousand people which goes a long way to benefit many more.

Annexure 'D' to the Directors' Report

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Code of Governance

The Company continues to lay utmost importance on continuous upliftment of human assets as well as economic assets like plantations and also to improvements in the factories. The governing codes consistently followed by the Company have made its product well acceptable to buyers, both in India and abroad. The labour and management practices are also followed in conformity with law so as to aim at optimum economic utilisation of resources. The Company further believes that such practices are founded upon the core value of transparency, empowerment, accountability, independent monitoring and environmental consciousness. The Company observes ethical practices in all its operations.

2. Board of Directors

The Board of Directors at present comprises an Executive Chairman, a Managing Director and five Non-executive Directors. The particulars of the Directors for the year ended on 31st March, 2014 are given hereunder :-

A. Directors as at 31st March, 2014

Name	Category	Attendance		Directorships in other companies	Committee Positions in other companies	
		At Board Meetings	At last AGM		As Chairman	As Member
Mr. C. K.Dhanuka	Chairman Non-Executive Independent Director	10	No	9	1	2
Mr. Vinay K. Goenka	Executive Chairman	10	Yes	1	1	1
Mr. S. K. Ghosh	Managing Director	10	Yes	1	1	1
Mr. S. Bhoopal	Non-Executive Independent Director	10	Yes	4	—	—
Mr. N. Dutta	Non-Executive Independent Director	1	Yes	—	—	—
Mr. N.G.Khaitan (Joined w.e.f 09.07.2013)	Non-Executive Independent Director	6	No	9	2	7
Mr. D.P.Jindal (Joined w.e.f 09.07.2013)	Non-Executive Independent Director	1	No	7	—	2



Annexure 'D' to the Directors' Report (Continued)

B. Directors resigned during 2013-14

Name	Category	Attendance		Directorships in other companies	Committee Positions in other companies	
		At Board Meetings	At last AGM		As Chairman	As Member
Mr. P. K. Khaitan (Resigned w.e.f 09.07.2013)	Vice-Chairman Non-Executive Independent Director	—	—	—	—	—
Mr. G. S. Sodhi (Jt. Managing Director from 30.11.2012 to 29.11.2013 Resigned as a Director w.e.f 26.02.2014)	Joint Managing Director	—	—	—	—	—
Mr. A. K. Ruia (Resigned w.e.f 26.02.2014.)	Non- Executive Director	—	—	—	—	—
Mr. Akhil K. Ruia (Resigned as a Director w.e.f 26.02.2014)	Whole-time Director	6	—	—	—	—
Mr. Ankit G. Ruia (Resigned as a Director w.e.f 26.02.2014)	Whole-time Director	4	—	—	—	—

Notes :

- Mr. Vinay K. Goenka is Mr. A. K. Ruia's sister's husband. Mr. A. K. Ruia is the father of Mr. Akhil K. Ruia and Mr. Ankit G. Ruia and is also Mr. D. P. Jindal's sister's husband. Other than that there is no inter-se relationship between any of the Directors of the Company.
- Directorships in other companies excludes Directorships in private limited companies, companies incorporated outside India and companies under Section 8 of the Companies Act, 2013.
- Committee Positions in other companies relate to Chairmanship /Membership of Audit and Investors'/Stakeholders' Relationship Committee only.
- Subsequent to the year end Mrs. Anup Kaur Bindra and Mr. Lalit Halwasiya were appointed as Additional Directors, both of whom are Independent non-executive Directors. Also subsequent to the year end Mr. C. K. Dhanuka and Mr. D. P. Jindal resigned as Directors and Mr. Vinay K. Goenka was redesignated as Chairman subject to approval of the shareholders.

Annexure 'D' to the Directors' Report (Continued)

During the year under review, ten Board meetings were held on 16th April, 2013, two on 9th July, 2013, 8th August, 2013, 4th December, 2013, 3rd February, 2014, 26th February, 2014, 5th March, 2014, 14th March, 2014 and 26th March, 2014.

3. Audit Committee

The Audit Committee consisted of three non-executive Independent Directors who are persons of standing in the industry and have the requisite experience and expertise to carry out their obligations with necessary inputs from the Whole-time Directors.

The terms of reference of the Audit Committee during the year included :-

- review internal control systems; nature and scope of audit as well as post audit discussions;
- review quarterly, half-yearly and annual financial statements with particular reference to matters to be included in the Directors' Responsibility Statement to be included in the Board's Report;
- ensure compliance with internal control systems;
- recommend to the Board on any matter relating to financial management, including audit report;
- oversee Company's financial reporting process and disclosure of financial information;
- review performance of statutory and internal auditors.

Subsequent to the year end the terms of reference have been enlarged.

During 2013-2014 the Audit Committee met on 5th July, 2013, 28th October, 2013, 27th February, 2014, 14th March, 2014 and 26th March, 2014.

Composition of the Audit Committee during the year 2013-2014 :-

Name	Position held	No. of Meetings	
		Held	Attended
Mr. S. Bhoopal (Chairman w.e.f 26.02.2014)	Chairman	5	5
Mr. C. K. Dhanuka (Chairman till 25.02.2014)	Member	5	5
Mr. N. Dutta (w.e.f. 26.02.2014)	Member	3	1
Mr. G. S. Sodhi (till 25.02.2014)	Member	2	—

The Executive Chairman, Managing Director, Whole time Directors and the representatives of the Statutory, Cost and Internal Auditors had been invited to the meetings of the Audit Committee during the year under review. The Committee was reconstituted with effect from



Annexure 'D' to the Directors' Report (Continued)

26th February, 2014 as indicated above. Consequent on the resignation of Mr. C. K. Dhanuka as a Director, Mr. Lalit Halwasiya was appointed as a member of the Committee with effect from 29th May, 2014. President-Legal & Company Secretary continues as the Secretary to the Committee.

Mr. S. Bhoopal attended the last Annual General Meeting held on 28th April, 2014, as Chairman of the Audit Committee.

4. Nomination and Remuneration Committee

A Remuneration Committee has been constituted earlier in accordance with Schedule XIII to the Companies Act, 1956 to consider and approve the Managerial Remuneration consisting of the salary and perquisites to be paid to the Executive Directors in accordance with their respective terms of employment. The Remuneration Committee was reconstituted on 9th July, 2013 with Mr. C. K. Dhanuka as Chairman and Mr. S. Bhoopal, Mr. Ankit G. Ruia, Mr. D. P. Jindal and Mr. N. Dutta as members. Consequent on resignation of Mr. Ankit G. Ruia as a Director of the Company, on 26th February, 2014, he ceased to be a member of the Committee. The Committee met on 9th July, 2013, 8th August, 2013, 14th March, 2014.

The existing Remuneration Committee has been reconstituted on 28th April, 2014 as the Nomination and Remuneration Committee pursuant to Section 178 of the Companies Act, 2013 with Mr. S. Bhoopal as Chairman of the Committee and Mr. C. K. Dhanuka, Mr. D. P. Jindal and Mr. N. Dutta as members. Consequent on the resignations of Mr. Dhanuka and Mr. Jindal as Directors, Mr. Lalit Halwasiya was appointed as a member of the Committee with effect from 29th May, 2014.

Details of remuneration paid to the Executive Directors during the year under review are given below:-

(Rupees in Lakhs)

	Mr. Vinay K. Goenka (Executive Chairman)	Mr. S. K. Ghosh (Managing Director)
Salary	31.20	18.00
Contributions to Provident, Gratuity and Other Funds	5.25	3.02
Commission/Bonus	31.20	18.00
Other Benefits	35.79	29.90
Total	103.44	68.92

The Service Agreement with Mr. Vinay K. Goenka, Executive Chairman of the Company for a period of 3 years with effect from 1st April, 2013 was approved by the shareholders at the Annual General meeting held on 28th April, 2014. Subject to approval of the shareholders, Mr. Vinay K. Goenka was redesignated as Chairman with effect from 29th May, 2014. The Service Agreement with Mr. S. K. Ghosh as Managing Director of the Company expired on 31st March, 2014. He was reappointed as Managing Director by the Board of Directors subject to the approval of the shareholders and new Service Agreement with Mr. S. K. Ghosh as Managing Director of the Company for a period of 3 years with effect from 1st April, 2014, shall be entered into by the Company

Annexure 'D' to the Directors' Report (Continued)

after obtaining requisite approval of the shareholders. There is no severance compensation other than six months' remuneration in absence of any notice, the notice period being six months in writing for the Executive Chairman and Managing Director, none of whom are not entitled to any Stock Option or Performance Linked Incentive.

During the period under review, Mr. Akhil K. Ruia and Mr. Ankit G. Ruia had been reappointed as Whole-time Directors of the erstwhile James Warren Tea Division of the Company for a period of one year with effect from 7th August, 2013 and they resigned as Directors with effect from 26th February, 2014, which reappointments have been approved by the shareholders at the Annual General Meeting held on 28th April, 2014. Mr. G.S.Sodhi had been appointed as Joint Managing Director of the Company for a period of 1 year with effect from 30th November, 2012 which had been approved by the shareholders at the Annual General Meeting held on 11th March, 2013; this appointment as Joint Managing Director ceased with effect from 29th November, 2013. There was no severance compensation other than one months' remuneration in absence of any notice, the notice period being one month in the case of Joint Managing Director and two months for each of the Whole-time Directors who had not been entitled to any Stock Option or Performance Linked Incentive.

Only Sitting Fees for attending the meetings of the Board and Committees thereof are paid to the Non-Executive Directors. Particulars of sitting fees (excluding Service Tax) paid to the Non-Executive Directors during the year under review are given below:

Name	Number of Board Meetings	Number of Committee Meetings	Sitting Fees Rupees in Lakhs
Mr. C.. K. Dhanuka	10	8	0.54
Mr. S. Bhoopal	10	8	0.54
Mr. N. Dutta	1	2	0.15
Mr. N.G.Khaitan	6	—	0.21
Mr. D.P.Jindal	1	—	0.02

Mr. N. G. Khaitan, Mrs. Anup Kaur Bindra and Mr. Lalit Halwasiya do not hold any share in the Company. Mr. C.K.Dhanuka and Mr. D. P Jindal who together with Mr. P. K. Khaitan hold 1416074 nos. Equity Shares in the Company jointly as Escrow Agents. Mr. N. Dutta holds 10 Equity Shares and Mr. S.Bhoopal holds 1 Equity Share in the Company. The Company has not issued any convertible instruments.

5. Stakeholders' Relationship Committee

The existing Shareholders' Grievance and Share Transfer Committee has been reconstituted as Stakeholders' Relationship Committee on 28th April, 2014, with Mr. S.Bhoopal as the Chairman and Mr. C. K. Dhanuka and Mr. N.Dutta as members.

Share Transfer formalities are complied, with the power to approve the same being delegated jointly and severally to Mr. Vinay K. Goenka and Mr. S. K. Ghosh.

Mr. Siddhartha Roy, President-Legal & Company Secretary is the Compliance Officer.



Annexure 'D' to the Directors' Report (Continued)

E-mail ID pursuant to Clause 47(f) of the Listing Agreement with the Stock Exchanges:

investors@warrentea.com

Status of Investors' Complaints for the year ended 31st March, 2014 :-

No. of complaints received during the year and dealt with	: 4
No. of complaints pending as on 31st March, 2014	: Nil
No. of pending share transfers as on 31st March, 2014	: Nil

During the year under review 127 requests for transfer of shares in physical form and 315 requests for dematerialisation of shares were received and processed.

6. Corporate Social Responsibility Committee

A Corporate Social Responsibility Committee has been formed pursuant to Section 135 of the Companies Act, 2013 and Rules framed thereunder on 26th March, 2014 consisting of Mr. S. Bhoopal as Chairman and Mr. N. Dutta, Mr. Vinay K. Goenka and Mr. S. K. Ghosh as Members.

7. General Body Meetings

Location and time where last three Annual General Meetings were held :-

Date	Location	Time
9th September, 2011	G. S. Ruia Memorial Complex at Deohall Tea Estate, P.O. Hoogrijaan, Dist. Tinsukia, Assam 786 601	11.30 A. M.
11th March, 2013	Tingri Club, P.O. Hoogrijaan, Dist. Tinsukia, Assam 786601	10.00 A. M.
28th April, 2014	G. S. Ruia Memorial Complex at Deohall Tea Estate, P.O. Hoogrijaan, Dist. Tinsukia, Assam 786 601	11.00 A. M.

A Special Resolution was passed at the Annual General Meeting held on 9th September, 2011 for approval in terms of Section 314 of the Companies Act, 1956 for the remuneration payable for Mr. Vivek Goenka as a member of the Company's Management Staff.

During the year 2011-12 approval of Members was sought through Postal Ballot for an Ordinary Resolution relating to appointment of Joint Statutory Auditors which was completed on 9th May, 2012.

Two special Resolutions were passed at the Annual General Meeting held on 11th March, 2013 for the purpose of substitution of Article 131 of the Articles of Association of the Company by a new Article and issuance of Bonus shares to public shareholders to the exclusion of promoters for the purpose of complying with clause 40A of the Listing Agreements with the Stock Exchanges.

Annexure 'D' to the Directors' Report (Continued)

No Special Resolution was passed at the AGM held on 28th April, 2014.

In the matter of the Scheme of Arrangement between Warren Tea Limited and James Warren Tea Limited and their respective shareholders for demerger of James Warren Tea Division of Warren Tea Limited to James Warren Tea Limited pursuant to order dated 30th day of July, 2013 of the Hon'ble Gauhati High Court, a meeting of the Equity shareholders of the Company was held at Tingri Club, P.O. Hoogrijaan District Tinsukia, Assam, 786601 on Friday, 13th day of September, 2013 at 4.00 P.M for the purpose of consideration and approving the said Scheme. The meeting was duly held, properly constituted and the draft Scheme of Arrangement was approved. In addition, the Company also obtained shareholders approval through Postal Ballot E-Voting in terms of Clause 5.16 of the Securities and Exchange Board of India (SEBI) Circular dated 4th February, 2013 as replaced and clarified by SEBI Circular dated 21st May, 2013; Mr Salil Banerjee, Company Secretary in Practice had acted as the Scrutinizer. 59,21,944 votes had been cast in favour and 2189 votes had been cast against. The Hon'ble Gauhati High Court has given its sanction to the Scheme of Arrangement on 16th December, 2013 and upon completion of formalities, the demerger stood effected on 9th January, 2014.

Resumé and other information on the Directors appointed or re-appointed as required under Clause 49IV(G) (i) of the Listing Agreement is given in the Notice of the Annual General Meeting.

8. Disclosures

- a) Materially significant related party transactions : The Company has not entered into any transactions of material nature with its promoters, directors, the management, subsidiary companies or relatives, etc. that may have potential conflict with its interest during the year under review. However, the list of related party relationships and transactions as required to be disclosed in accordance with Accounting Standard 18 as provided in the Companies (Accounting Standards) Rules, 2006 has been given in Note 24 to the Financial Statements for the year ended 31st March, 2014.
- b) No penalties/strictures were imposed on the Company by any regulatory authority for non-compliance of any laws or any matter relating to capital markets during the last three years.
- c) Subsequent to the year end a Vigil Mechanism has been initiated for Directors and Employees of the Company to provide for adequate safeguards against victimisation of Employees and Directors who avail of Vigil Mechanism and also provide for direct access to the Chairman of the Audit Committee.
- d) The Company has complied with all the mandatory requirements of Sub-clauses I to VII of Clause 49 of the Listing Agreement; The Company continues in its efforts on improvement, consolidation and documentation of methods of internal control for financial reporting and its effectiveness. Insofar as the non-mandatory requirements are concerned, some of such requirements such as Constitution of the Remuneration Committee, administrative norms with regard to inter-personnel relationships are already being followed by the Company.



Annexure 'D' to the Directors' Report (Continued)

9. Means of Communication

- a) In compliance with Clause 41 of the Listing Agreement the Company intimates unaudited half yearly and quarterly results after Limited Review by the Statutory Auditors as well as the audited annual results to the Stock Exchanges after they are taken on record by the Board of Directors.
- b) Such results are also published in newspapers namely, Sentinel and Ajir Asom, having wide circulation in Assam, where the Registered Office of the Company is situate and Business Standard.
- c) Results are displayed on Company's website www.warrentea.com
Results are also sent to the Stock Exchanges for display on their website.
- d) Based on presentations made to ICRA Limited, they have reaffirmed [ICRA]A+ Rating for Fund Based Limits and [ICRA]A1+ rating for Non-Fund Based Limits for the Company.
- e) The document on Management Discussion and Analysis Report is annexed to the Directors' Report.

10. General Shareholder Information

- a) Annual General Meeting : date, time and venue :
10th September, 2014, at 4.30 p.m. at the G. S. Ruia Memorial Complex , Deohall Tea Estate, P.O.Hoogrija, Dist.- Tinsukia, Assam 786 601
- b) Financial Year : 1st April to 31st March.
- c) Book closure : 25th July, 2014
- d) Dividend payment date : Not Applicable
- e) Listing on Stock Exchanges and Stock Codes : The shares of the Company are listed at the Stock Exchanges given hereinbelow :

<u>Stock Exchange</u>	<u>Stock Code</u>
(i) BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 023.	508494
(ii) The Calcutta Stock Exchange Limited 7, Lyons Range, Kolkata 700 001	33002

Listing Fees as prescribed have been paid to the aforesaid Stock Exchanges upto 31st March, 2014.

Demat Code No. allotted by NSDL & CDSL : INE712A01012



Annexure 'D' to the Directors' Report (Continued)

f) Stock Price Data for 2013-14:

i) BSE Limited

Month	High (₹)	Low (₹)
April, 2013	220.00	195.00
May, 2013	235.00	180.30
June, 2013	205.00	153.00
July, 2013	212.85	153.20
August, 2013	189.90	145.10
September, 2013	176.00	150.10
October, 2013	171.95	143.30
November, 2013	209.40	144.00
December, 2013	291.00	199.00
January, 2014	396.00	270.00
February, 2014	379.30	182.30
March, 2014	213.25	176.00

ii) The Calcutta Stock Exchange Limited. : No trade.

g) Stock Performance:

Share Price Performance in comparison to BSE SENSEX : (April, 2013 to March, 2014)

Company's Share Price on : 01.04.2013 — ₹ 203.95 (Open) (BSE)
on : 31.03.2014 — ₹ 180.35 (Close) (BSE)

Change : (—) 11.57%

Indices : on : 01.04.2013 — 18,890.81 (Open)
on : 31.03.2014 — 22,386.27 (Close)

Change : 18.50%

h) Share Transfer System :

Share transfers are registered within a maximum period of 15 days from the date of receipt of documents complete in all respects. The shares of the Company are compulsorily traded in dematerialised form for all shareholders with effect from 28th August, 2000.



Annexure 'D' to the Directors' Report (Continued)

i) Dematerialisation of shares & liquidity

EIH Ltd. had been acting as the Interface Registrars for electronic part of the processing relating to dematerialisation of shares and physical verification of share certificates surrendered for dematerialisation was carried out in-house. As on 31st March, 2014, 96% of the total number of shares relating to 50.45% shareholders stood dematerialised.

Consequent on discontinuance of such service by EIH Limited, CB Management Services (P) Limited having their office at P-22 Bondel Road, Kolkata 700 019 have been appointed as Registrars and Share Transfer Agents of the Company which is also in consonance with SEBI's requirement of appointment of Common Agency for Share Registry Work.

j) Outstanding GDR/ADR/Warrants or any convertible instruments : No such instruments have been issued.

k) (A) Distribution of Shareholding as on 31st March, 2014 :

Break-up of Equity shares held	No. of Shareholders	Percentage of Shareholders	No. of Equity shares held	Percentage of Equity shares
1-500	11205	97.54	882086	7.38
501-1000	178	1.55	129673	1.09
1001-2000	34	0.30	47831	0.40
2001-3000	15	0.13	36238	0.30
3001-4000	5	0.04	16809	0.14
4001-5000	7	0.06	31967	0.27
5001-10000	17	0.15	133439	1.12
10001-20000	6	0.05	70783	0.59
20001-30000	2	0.02	58289	0.49
30001-40000	2	0.02	67611	0.57
40001-50000	1	0.01	44225	0.37
50001-100000	3	0.03	213231	1.78
100000 and above	13	0.11	10218622	85.50
Total	11488	100	11950804	100



Annexure 'D' to the Directors' Report (Continued)

(B) Shareholding Pattern as on 31st March, 2014 :

	Category	No. of Shares held	Percentage of Shareholding
A	Promoters' Holding		
	1. Promoters		
	- Indian Promoters	4420794	36.99
	- Foreign Promoters	4527005	37.88
	2. Persons acting in concert	—	—
	Total (A)	8947799	74.87
B	Non-Promoters' Holding		
	1. Institutional Investors		
	a) Mutual Funds and UTI	42	—
	b) Banks, Financial Institutions, Insurance Companies, (Central/State Government Institutions/Non-Government Institutions)	2135	0.02
	c) FIIs	—	—
	Sub-Total	2177	0.02
	2. Others		
	a) Private Corporate Bodies	168335	1.41
	b) Individuals	2832493	23.70
	Sub-Total	3000828	25.11
	Total (B)	3003005	25.13
	Grand Total (A+B)	11950804	100.00

I) Plant locations : The Company owns seven Tea Estates, in the Sub-districts of Assam, as under:

<u>Tea Estates</u>	<u>Sub-districts</u>
Deohall	Tingri
Hatimara	Tingri
Balijan North	Panitola
Sealkotee	Panitola
Duamara	Doom Dooma
Rupai	Doom Dooma
Tara	Doom Dooma



Warren Tea Limited

Annexure 'D' to the Directors' Report (Continued)

m) Address for Correspondence :

Corporate Office : Suvira House
4B, Hungerford Street,
Kolkata 700 0 17
Tel No. : 2287 2287
Fax No. : 2289 0302
E-mail ID : investors@warrentea.com

Signatures to Annexures A to D

Kolkata
29th May, 2014

Vinay K. Goenka
Chairman

**DECLARATION BY THE CEO ON AFFIRMATION OF COMPLIANCE
WITH THE CODE OF CONDUCT OF THE COMPANY**

To the Members of

Warren Tea Limited

Pursuant to Clause 49(I)(D)(ii) of the Listing Agreement with the Stock Exchanges, I hereby declare that all Directors of the Company and Members of the Management Staff (other than those who have retired or resigned from the services of the Company) have affirmed compliance with the Code of Conduct of the Company, for the year ended 31st March, 2014.

29th May, 2014

Vinay K. Goenka
Chairman



Warren Tea Limited

Annexure 'D' to the Directors' Report (Continued)

Auditors' Certificate regarding compliance of conditions of Corporate Governance

To the Members of

Warren Tea Limited

We have examined the compliance of conditions of Corporate Governance by Warren Tea Limited, for the year ended 31st March, 2014 as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said clause. It is neither an Audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations provided to us we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We 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.

Kolkata
29th May, 2014

For B.M.Chatrath & Co.
Chartered Accountants
Firm Registration Number: 301011E
A.Chatrath
Partner
Membership Number 52975



INDEPENDENT AUDITORS' REPORT

To the Members of

Warren Tea Limited

Report on the Financial Statements:

1. We have audited the accompanying financial statements of Warren Tea Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements:

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

Auditor's Responsibility:

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

4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entities internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.

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

Opinion:

6. In our opinion and to the best of our information and according to the explanations given to

Auditors' Report (Continued)

us, the accompanying 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, 2014;
- b) in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

7. As required by 'the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956 (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

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

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
- c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
- e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

Kolkata
Date: 29 May, 2014

For B.M.Chatrath & Co.
Chartered Accountants
Firm Registration Number: 301011E
A. Chatrath
Partner
Membership Number 52975



Auditors' Report (Continued)

ANNEXURE TO THE AUDITORS' REPORT

[Referred to in paragraph 7 of the Auditors' Report of even date to the members of Warren Tea Limited on the financial statements for the year ended 31st March 2014]

1. In respect of fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets were physically verified during the year by the Management in a phased programme which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed of by the Company during the year.

2. In respect of its inventories:

(a) As explained to us, the inventory of the Company (excluding stocks with third parties) has been physically verified during the year by the management. In respect of stock lying with third parties, those have substantially been confirmed by them. In our opinion the frequency of such verification is reasonable.

(b) In our opinion, and according to information and explanations given to us, the procedures 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.

(c) In our opinion, and according to information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

3. (a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Act. In view of the above the clauses (b), (c), (d) of the Paragraph 4(iii) of the said order are not applicable to the Company.

(b) The Company has not taken any loans secured or unsecured from Companies, firms, or other parties covered in the Register maintained under section 301 of the Act. In view of the above the clauses (f) & (g) of paragraph 4(iii) of the Order are not applicable.

4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to the purchase of inventory, fixed assets and for the sale of the goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.

Auditors' Report (Continued)

5. (a) According to the information and explanations given to us, we are of the opinion that the particulars of all contracts or arrangements referred to in Section 301 that need to be entered in the register maintained under the said section have been so entered.
- (b) None of the transactions made in pursuance of such contracts or arrangements exceeded the value Rs.5 Lakhs in respect of any one such party in the financial year.
6. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
7. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
8. We have broadly reviewed the cost records maintained by the Company relating to Tea pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1) (d) of the Act, and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
9. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has been regular in depositing the undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Income-tax, Sales-tax, Wealth tax, Service tax, Customs duty, Excise duty, Cess and other material statutory dues as applicable, with the appropriate authorities.
- (b) According to the information and explanation given to us and the records of the Company examined by us, the particulars of dues of Income-Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise duty/Cess as at 31st March, 2014, which have not been deposited on account of Dispute are as follows:

Name of the Statute	Nature of Dues	Amount Involved (Rs. in Lacs)	Period to which the amount relates	Forum where Dispute is Pending
Income Tax Act 1961	Income Tax	5.33	1997-98	Commissioner of IncomeTax (Appeals)
		10.57	2007-08	
		253.03	2009-10	
		105.98	2010-11	
	Income Tax	3.13	1987-88	Income Tax Appellate Tribunal
		2.06	1984-85	
Assam Agricultural Income Tax Act, 1939	Agricultural Income Tax	4169.32	1986-87 to 2000-01	Gauhati High Court



Auditors' Report (Continued)

Name of the Statute	Nature of Dues	Amount Involved (Rs. in Lacs)	Period to which the amount relates	Forum where Dispute is Pending
Sales Tax Act 1965	Assam General Sales Tax & Central Sales Tax	66.60	1998-99	Deputy Commissioner of Taxes-Assam
	Assam General Sales Tax & Central Sales Tax	1.71	1997-98	Commissioner of Taxes-Assam
		4.15	1998-99	
	Assam General Sales Tax & Central Sales Tax	9.71	2004-05	Gauhati High Court
		0.94	1997-98	
		9.27	2004-05	
	Sales tax	15.62	2008-09	Appellate and Revisionary Board, West Bengal
Assam Land Revenue Reassessment Act, 1936	Land Revenue	28.33	2003-04 to 2007-08	Additional Deputy Commissioner

10. The Company does not have accumulated losses as at 31st March 2014 and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.

11. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any banks at the Balance Sheet date. The Company had neither any outstanding debenture nor loan from any financial institution nor has it issued any debenture during the year.

12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore the provisions of clause 4(xii) of the Order are not applicable to the company.

13. In our opinion, the provisions of any special statute applicable to chit fund/ nidhi / mutual benefit fund/societies are not applicable to the Company. Therefore the provisions of clause 4(xiii) of the Order are not applicable to the company.

14. In our opinion and according to the information and explanations given to us, the Company is not a dealer or trader in shares, securities, debentures and other investments. Therefore

Auditors' Report (Continued)

the provisions of clause 4(xiv) of the Order are not applicable to the company.

15. In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions. Accordingly, the provisions of clause (xv) of Paragraph 4 of the Order are not applicable to the Company.

16. The Company has not taken any term loan during the year. Therefore the provisions of clause 4(xvi) of the Order are not applicable to the company.

17. On the basis of an overall examination of the Balance Sheet of the Company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short-term basis which have been used for long-term investment. Therefore the provisions of clause 4(xvii) of the Order are not applicable to the company.

18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year. Therefore the provisions of clause 4(xviii) of the Order are not applicable to the company.

19. The Company has not issued any debentures and accordingly the question of creation of securities in this regard does not arise. Therefore the provisions of clause 4(xix) of the Order are not applicable to the company.

20. The Company has not raised any money from public issue during the year. Therefore the provisions of clause 4(xx) of the Order are not applicable to the company.

21. During the course of our examination of the books and records of the Company, carried out in accordance with the Generally Accepted Auditing Practices in India, and according to the information and explanations given to us, we have neither come across any instances of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the Management.

For B.M.Chatrath & Co.
Chartered Accountants
Firm Registration Number: 301011E
A. Chatrath
Partner
Membership Number 52975

Kolkata
Date: 29 May, 2014



Warren Tea Limited

BALANCE SHEET as at 31st March, 2014

	Notes	As at 31st March, 2014 ₹ in Lakhs	As at 31st March, 2013 ₹ in Lakhs
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	1	1195.08	1195.08
Reserves and Surplus	2	9690.49	7665.78
		<u>10885.57</u>	<u>8860.86</u>
Non-current Liabilities			
Deferred Tax Assets-Liabilities (Net)	3	—	27.87
Other Long-term Liabilities	4	156.87	157.06
Long-term Provisions	5	2370.08	2041.04
		<u>2526.95</u>	<u>2225.97</u>
Current Liabilities			
Trade Payables		813.54	582.14
Other Current Liabilities	6	1049.19	1102.38
Short-term Provisions	7	377.27	558.50
		<u>2240.00</u>	<u>2243.02</u>
		<u>15652.52</u>	<u>13329.85</u>
ASSETS			
Non-current Assets			
Fixed Assets			
Tangible Assets	8	7257.61	7469.03
Intangible Assets	9	16.28	4.59
Capital Work-in-Progress		47.23	35.54
Non-current Investments	10	1659.60	159.60
Deferred Tax Assets-Liabilities (Net)	3	14.29	—
Long-term Loans and Advances	11	1423.68	1253.93
		<u>10418.69</u>	<u>8922.69</u>
Current Assets			
Inventories	12	804.54	574.63
Trade Receivables	13	3498.70	2765.22
Cash and Bank Balances	14	751.81	884.31
Short-term Loans and Advances	15	140.52	148.81
Other Current Assets	16	38.26	34.19
		<u>5233.83</u>	<u>4407.16</u>
		<u>15652.52</u>	<u>13329.85</u>

Notes to Accounts 24

The Notes referred to above form an integral part of the Financial Statements.

As per our Report of even date.

B. M. Chatrath & Co.

Firm Registration Number - 301011E

Chartered Accountants

A. Chatrath

Partner

Membership Number - 52975

Kolkata, 29th May, 2014

S. Roy

Company Secretary

Vinay K. Goenka

Chairman

S. K. Ghosh

Managing Director

S. K. Mukhopadhyay

Chief Financial Officer



**STATEMENT OF PROFIT AND LOSS
for the year ended 31st March, 2014**

	Notes	Current Year ₹ in Lakhs	Previous Year ₹ in Lakhs
Revenue			
Revenue from Operations	17	14014.78	11905.66
Other Income	18	178.36	277.16
Total Revenue		<u>14193.14</u>	<u>12182.82</u>
Expenses			
Changes in Inventories of Finished Goods	19	(188.52)	40.11
Employee Benefits Expense	20	7004.77	6451.99
Finance Costs	21	35.27	12.90
Depreciation and Amortisation Expense	22	494.50	496.73
Other Expenses	23	4139.57	3300.55
Total Expenses		<u>11485.59</u>	<u>10302.28</u>
Profit before Tax		2707.55	1880.54
Tax Expense			
Current Tax		725.00	360.00
Deferred Tax		(42.16)	147.06
Profit for the Year		<u>2024.71</u>	<u>1373.48</u>
Basic and Diluted Earnings per Share of ₹ 10 each (₹)		16.94	11.49
Notes to Accounts	24		

The Notes referred to above form an integral part of the Financial Statements.

As per our Report of even date.

B. M. Chatrath & Co.
Firm Registration Number - 301011E
Chartered Accountants

A. Chatrath
Partner

Membership Number - 52975
Kolkata, 29th May, 2014

S. Roy
Company Secretary

Vinay K. Goenka
Chairman
S. K. Ghosh
Managing Director
S. K. Mukhopadhyay
Chief Financial Officer



Warren Tea Limited

Notes to the Financial Statements

As at
31st March,
2014
₹ in Lakhs

As at
31st March,
2013
₹ in Lakhs

Note 1

SHARE CAPITAL

Authorised

2,00,00,000 Equity Shares of ₹ 10/- each	<u>2000.00</u>	<u>2000.00</u>
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Issued, Subscribed and fully Paid-up

1,19,50,804 Equity Shares of ₹ 10/- each (including Bonus Shares — 57,86,601)	<u>1195.08</u>	<u>1195.08</u>
	<u>1195.08</u>	<u>1195.08</u>

	No. of Shares		No. of Shares	
Reconciliation of the number of Equity Shares				
Outstanding at the beginning of the year	11950804	1195.08	10714273	1071.42
Add : Issue of Bonus Shares	—	—	1236531	123.66
Outstanding at the end of the year	<u>11950804</u>	<u>1195.08</u>	<u>11950804</u>	<u>1195.08</u>

Shareholders holding more than 5% shares of the Company

Name	No. of Shares	%	No. of Shares	%
Vinay K. Goenka	2004601	16.77	2004601	16.77
C. K. Dhanuka, P. K. Khaitan and D. P. Jindal (Jointly as Escrow Agents)	1416074	11.85	1416074	11.85
DPIL Limited	1227120	10.27	1227120	10.27
Ashdene Investments Ltd.	1181505	9.89	1181505	9.89
Isis Enterprises Ltd.	1102785	9.23	1102785	9.23
Vivek Goenka	738438	6.18	738438	6.18
Maygrove Investments Ltd.	630106	5.27	630106	5.27

Rights, preferences and restrictions attached to shares

The Company has only one class of shares being Equity Shares having a par value of ₹ 10/- each. All equity shares rank pari passu in all respects including voting rights, entitlement to dividend and repayment of capital.

1236531 Equity Shares of ₹ 10/- each allotted during the financial year 2012-13 by way of fully paid-up Bonus Shares only to the public shareholders to the exclusion of promoters in the ratio of 7 Equity Shares for every 10 Equity Shares of the Company.



Notes to the Financial Statements

	As at 31st March, 2014 ₹ in Lakhs	As at 31st March, 2013 ₹ in Lakhs
Note 2		
RESERVES AND SURPLUS		
Securities Premium Account	686.34	686.34
Revaluation Reserve	1879.62	1879.62
General Reserve (Free Reserve and for general purpose)	1375.74	1375.74
Surplus in Statement of Profit and Loss		
Balance at the beginning of the year	3724.08	
Add : Profit for the Year	<u>2024.71</u>	
Balance at the end of the year	5748.79	3724.08
	<u>9690.49</u>	<u>7665.78</u>
Note 3		
DEFERRED TAX ASSETS-LIABILITIES (NET)		
Deferred Tax Assets		
Timing difference on account of :		
Expenses allowable on payment	140.60	141.18
Provision for Doubtful Debts	<u>2.09</u>	<u>2.09</u>
	142.69	143.27
Less : Deferred Tax Liabilities		
Timing difference on account of Depreciation	128.40	171.14
Deferred Tax Assets (Net)	<u>14.29</u>	
Deferred Tax Liabilities (Net)		<u>27.87</u>
Note 4		
OTHER LONG-TERM LIABILITIES		
Trade Payables	156.87	157.06
	<u>156.87</u>	<u>157.06</u>



Notes to the Financial Statements

Note 5

LONG-TERM PROVISIONS

	As at 31st March, 2014 ₹ in Lakhs	As at 31st March, 2013 ₹ in Lakhs
Provision for Employee Benefits	1058.34	779.39
Provision for Taxation (Net)	1311.74	1261.65
	<u>2370.08</u>	<u>2041.04</u>

Note 6

OTHER CURRENT LIABILITIES

Advances from Customers	1.55	1.68
Other Payables -		
Employee Benefits Payable	942.93	916.52
Retention Money	7.37	5.61
Others (Including Statutory Dues)	97.34	178.57
	<u>1049.19</u>	<u>1102.38</u>

Note 7

SHORT-TERM PROVISIONS

Provision for Employee Benefits	289.39	496.58
Provision for Taxation (Net)	87.88	61.92
	<u>377.27</u>	<u>558.50</u>

Notes to the Financial Statements

PARTICULARS	GROSS BLOCK - AT COST/VALUATION				DEPRECIATION/AMORTISATION			NET BLOCK		
	As at 1st April, 2013	Additions	Disposals	As at 31st March, 2014	Upto 1st April, 2013	For the Year	Disposals	Upto 31st March, 2014	As at 31st March, 2014	As at 31st March, 2013
Note 8										
FIXED ASSETS - TANGIBLE										
Land (Freehold)	589.01	—	—	589.01	—	—	—	—	589.01	589.01
Estates and Development (Leasehold)	2739.30	4.59	—	2743.89	—	—	—	—	2743.89	2739.30
Buildings, Roads and Bridges	7899.72	70.57	—	7970.29	4529.58	328.07	—	4857.65	3112.64	3370.14
Plant and Machinery	2951.94	85.39	0.30	3037.03	2424.04	90.31	0.22	2514.13	522.90	527.90
Airconditioners, Refrigerators and Other Equipments	109.72	2.16	0.98	110.90	73.95	4.99	0.94	78.00	32.90	35.77
Furniture and Fixtures	303.25	1.00	—	304.25	235.58	14.11	—	249.69	54.56	67.67
Vehicles	606.11	119.35	52.66	672.80	466.87	52.54	48.32	471.09	201.71	139.24
Total	15199.05	283.06	53.94	15428.17	7730.02	490.02	49.48	8170.56	7257.61	7469.03
Previous Year	27523.02	238.15	12562.12	15199.05	13176.72	485.41	5932.11	7730.02	7469.03	

Previous Year's figures of Disposals under Gross Block and Depreciation / Amortisation include adjustments in terms of Scheme of Arrangement of ₹ 12527.06 and ₹ 5897.75 respectively.

Notes to the Financial Statements

PARTICULARS	₹ in Lakhs					
	GROSS BLOCK - AT COST/VALUATION			DEPRECIATION/AMORTISATION		NET BLOCK
	As at 1st April, 2013	Additions	Disposals	As at 31st March, 2014	Upto 1st April, 2013	Upto 31st March, 2014
					For the Year	As at 31st March, 2014
						As at 31st March, 2013
Note 9						
FIXED ASSETS - INTANGIBLE						
Computer Software	150.79	16.17	—	166.96	150.40	153.83
					3.43	—
Tenancy Right	21.00	—	—	21.00	16.80	17.85
					1.05	—
Total	171.79	16.17	—	187.96	167.20	171.68
Previous Year	238.15	0.25	66.61	171.79	215.29	167.20
					11.32	59.41
						4.59

Previous Year's figures of Disposals under Gross Block and Depreciation / Amortisation include adjustments in terms of Scheme of Arrangement of ₹ 66.61 and ₹ 59.41 respectively.

Notes to the Financial Statements

As at 31st March, 2014 ₹ in Lakhs	As at 31st March, 2013 ₹ in Lakhs
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Note 10
NON-CURRENT INVESTMENTS

(At or under cost)

Trade Investments
Unquoted - Equity Instruments

10000	Equity Shares of ₹ 10/- each fully paid-up in ABC Tea Workers Welfare Services (Net of Provision for diminution in the value of Investments - ₹ 1.00)	*	*
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Other than Trade Investments
Quoted - Equity Instruments

15150	Equity Shares of ₹ 10/- each fully paid-up in Pal Peugeot Limited (Net of Provision for diminution in the value of Investments - ₹ 1.52)	*	*
35	Equity Shares of ₹ 10/- each fully paid-up in Hindusthan Engineering & Industries Limited (Net of Provision for diminution in the value of Investments - ₹ 0.35)	*	*
225	Equity Shares of ₹ 5/- each fully paid-up in McLeod Russel India Limited.	0.05	0.05
864	Equity Shares of ₹ 10/- each fully paid-up in Syndicate Bank	0.43	0.43

Unquoted - Equity Instruments

167500	Equity Shares of ₹ 10/- each fully paid-up in Warren Steels Private Limited (Net of Provision for diminution in the value of Investments - ₹ 50.25)	159.12	159.12
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3000000	(Previous Year - Nil) Equity Shares of ₹ 10/- each fully paid-up in an associate, Maple Hotels and Resorts Private Limited	1500.00	—
		<u>1659.60</u>	<u>159.60</u>

Notes :

1	Market Value of Quoted Investments	1.52	1.79
2	Aggregate Book Value of Quoted Investments	0.48	0.48
3	Aggregate Book Value of Unquoted Investments	1659.12	159.12
4	Aggregate Provision for diminution in the value of Investments	53.12	53.12
5	* Indicates that amount is below the rounding off norm adopted by the Company		



Notes to the Financial Statements

	As at 31st March, 2014 ₹ in Lakhs	As at 31st March, 2013 ₹ in Lakhs
Note 11		
LONG-TERM LOANS AND ADVANCES		
(Unsecured - Considered Good)		
Capital Advances	—	12.31
Security Deposits	155.49	150.09
Security Deposits with Related Parties (Refer Note No. 24(18))	438.00	440.40
Deposits with Government Authorities and Others	9.30	9.43
Deposits with National Bank for Agriculture and Rural Development	700.02	500.02
Other Loans and Advances		
Loans and Advances to Employees (Refer Note No. 24(9))	94.88	124.67
Advances to Suppliers, Service Providers, etc.	25.99	17.01
	<u>1423.68</u>	<u>1253.93</u>
Note 12		
INVENTORIES		
(At lower of cost or net realisable value)		
Stock of Tea	340.96	152.44
Stock of Stores and Spares	463.58	422.19
	<u>804.54</u>	<u>574.63</u>
Note 13		
TRADE RECEIVABLES		
(Unsecured)		
Trade Receivables outstanding for a period exceeding six months from the date due for payment		
Considered Good	12.10	3.68
Considered Doubtful	34.85	34.85
Less: Provision for Doubtful Debts	<u>34.85</u>	<u>34.85</u>
	—	—
Other Trade Receivables		
Considered Good	<u>3486.60</u>	<u>2761.54</u>
	<u>3498.70</u>	<u>2765.22</u>



Notes to the Financial Statements

As at 31st March, 2014 ₹ in Lakhs	As at 31st March, 2013 ₹ in Lakhs
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Note 14

CASH AND BANK BALANCES

Cash and Cash Equivalents		
Balances with Banks		
Current Accounts	86.28	175.43
Deposit Accounts with less than three months maturity	660.00	700.00
Cash on hand	2.91	6.04
Cheques on hand	0.13	—
Cash with Garden Kayahs	1.30	1.65
Other Bank Balances		
Deposit Accounts	1.19	1.19
	<u>751.81</u>	<u>884.31</u>

Note 15

SHORT-TERM LOANS AND ADVANCES

(Unsecured - Considered Good)

Deposits with Government Authorities and Others	1.87	1.98
Loans to Employees (Refer Note No. 24(9))	17.61	8.09
Advances to Suppliers, Service Providers, etc.	74.85	93.05
Prepaid Expenses	46.19	45.69
	<u>140.52</u>	<u>148.81</u>

Note 16

OTHER CURRENT ASSETS

(Unsecured - Considered Good)

Interest Accrued on Deposits	38.26	34.19
	<u>38.26</u>	<u>34.19</u>



Notes to the Financial Statements

Current Year
₹ in Lakhs

Previous Year
₹ in Lakhs

Note 17

REVENUE FROM OPERATIONS

Sale of Products - Tea	13903.30	11854.90
Other Operating Revenues		
Sale of Tea Waste	22.55	0.45
Tea Board Subsidy	52.04	31.69
Sale of Scrap	0.47	1.41
Export Incentive	36.42	17.21
	<u>14014.78</u>	<u>11905.66</u>

Note 18

OTHER INCOME

Interest Income	63.58	66.46
Dividend Income from Long-term Investments	0.09	0.09
Other Non-operating Income		
Profit on Disposal of Fixed Assets (Net)	2.93	2.21
Insurance Claims	47.18	23.39
Miscellaneous Receipts	28.27	175.47
Liabilities no longer required written back	—	5.08
Net Gain on Foreign Currency Transactions and Translation	36.31	4.46
	<u>178.36</u>	<u>277.16</u>

Note 19

CHANGES IN INVENTORIES OF FINISHED GOODS

Opening Inventories	152.44	192.55
Less : Closing Inventories	340.96	152.44
	<u>(188.52)</u>	<u>40.11</u>

Note 20

EMPLOYEE BENEFITS EXPENSE

Salaries and Wages	5350.50	4916.22
Contributions to Provident and Other Funds	802.57	830.34
Staff Welfare Expenses	851.70	705.43
	<u>7004.77</u>	<u>6451.99</u>



Notes to the Financial Statements

	Current Year ₹ in Lakhs	Previous Year ₹ in Lakhs
Note 21		
FINANCE COSTS		
Interest Expense	18.75	9.29
Other Borrowing Costs	16.52	3.61
	<u>35.27</u>	<u>12.90</u>
Note 22		
DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation on Tangible Assets	490.02	485.41
Amortisation on Intangible Assets	4.48	11.32
	<u>494.50</u>	<u>496.73</u>
Note 23		
OTHER EXPENSES		
Consumption of Stores and Spare Parts		
Packing Materials	137.54	98.06
Others	1098.50	923.53
Power and Fuel	1157.26	871.82
Rent	26.39	28.33
Repairs to Buildings	54.87	29.47
Repairs to Machinery	17.77	20.60
Insurance	18.05	20.62
Rates and Taxes	191.73	164.68
Tea Board Cess	40.55	33.78
Administrative Overheads	718.91	512.16
Selling		
Freight	393.08	355.91
Insurance	21.76	25.70
Other Selling Expenses	263.16	215.89
	<u>4139.57</u>	<u>3300.55</u>



Notes to the Financial Statements

Note 24

(₹ in Lakhs)

1. Significant Accounting Policies

- (a) The financial statements have been prepared in accordance with the Companies Act, 1956 and the Companies Act, 2013 to the extent applicable and the rules framed thereunder.

All asset and liabilities have been classified as Current or Non-current as per the Company's normal operating cycle and other criteria set out in the revised Schedule VI to the Companies Act, 1956.

- (b) Fixed Assets and Depreciation / Amortisation

Written down value of Fixed Assets (both Tangible and Intangible) represents cost of acquisition/valuation of such assets after deduction of depreciation (including amortisation) on Straight Line Method at rates indicated in Note 24(4). Rights are carried at cost of acquisition less amortisation, basis of which is indicated in Note 24(4).

Although Tea Plantation is an item of wasting asset, no depreciation is charged on such assets as it is customary in the Tea Industry and also because the Infilling costs of Tea Bushes, Replanting of Tea and other long term developmental expenditure in the plantation areas are charged to Revenue Expenditure upon completion of the composite activities which are allowed by the Indian Taxation Authorities. Thus, no depreciation has been charged on New Planting.

For additions to Assets during the course of the year depreciation/amortisation is being charged on a full year basis. In case of acquisition of any undertaking, depreciation is charged from the effective date of such acquisition.

Assets costing upto ₹ 5000/- each are fully depreciated in the same year.

Compensation received for acquisition of Assets of the Company is accounted for upon acceptance of the Company's claim by the appropriate authorities.

- (c) Impairment of Assets

Loss on account of Impairment of Assets is to be recognised if and when the carrying amount of the Fixed Assets exceeds the recoverable amount i.e. higher of net selling price and value in use.

- (d) Investments

Long term Investments made by the Company have been stated at cost, except in certain cases where these have been brought down upon commercial considerations and in keeping with the applicable Accounting Standard. Current Investments are stated at lower of cost and fair value.

- (e) Inventories

Inventories of Stores, as existing at the year-end, represent weighted average cost of procurements. Obsolete and slow moving inventories are fully depreciated in the Accounts. Unsold but saleable Stock of Tea are valued at weighted average cost of production including attributable charges and levies or net realisable value, whichever is lower.

Notes to the Financial Statements

Note 24 (Continued)

(₹ in Lakhs)

(f) Sales and Revenue Recognition

Disposal of Company's produce is accounted for as Sales whenever appropriate documents are received even when the proceeds are received after the accounting period.

Items of income including Export Benefits are recognised on accrual and conservative basis.

(g) Government Grants

Government Grants related to specific depreciable fixed asset are deducted from gross values of the related fixed asset in arriving at their book value.

Government Grants related to revenue are recognised in the Accounts on prudent basis.

(h) Foreign Currencies Transactions

Transactions in foreign currency are accounted for at the exchange rates prevailing on the date of transactions. Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are translated at year-end exchange rates.

Gains/Losses arising out of fluctuations in the exchange rates are recognised in the Accounts in the period in which they arise. Differences between the forward exchange rates and the exchange rates at the date of transactions are accounted for as income/expense over the life of the contracts.

(i) Employee Benefits

a) Short Term Employee Benefits

The amount of Short Term Employee Benefits payable in terms of employment for the services rendered by such employees is recognised during the period when the employee renders services.

b) Post Employment Benefits

(i) The Company operates defined Contribution Schemes of Provident Funds and makes regular contributions to Provident Funds which are fully funded and administered by the Trustees/Government and are independent of the Company's finance. Such contributions are recognised in the Accounts on accrual basis. Interest accruing to the Fund administered by the Trustees are credited to respective members' accounts based on the rates stipulated by the Government and shortfall if any, recognised on the basis of actuarial valuation report in this regard, is borne by the Company.

(ii) The Company operates defined benefit Superannuation and Gratuity Schemes administered by the Trustees, which are independent of the Company's finance. Such obligations are recognised in the Accounts on the basis of actuarial valuation applying Projected Unit Credit Method including gains and losses at the year-end.

(iii) The Company operates a defined benefit Pension Scheme and Additional Retiral Benefit for certain categories of employees for which obligations are recognised in the Accounts based on actuarial valuation applying Projected Unit Credit Method including gains and losses at the year-end.



Notes to the Financial Statements

Note 24 (Continued)

(₹ in Lakhs)

c) Other Long Term Employee Benefits

Other Long Term Employee Benefits are recognised in the Accounts based on actuarial valuation applying Projected Unit Credit Method including gains and losses at the year-end.

(j) Expenditure

As is customary in the Tea Industry, maintenance expenditure incurred at Gardens, for which accruing benefits may not be relatable in terms of periods, are charged off to Revenue Expenditure in the year these are incurred.

Operational Borrowing Costs are recognised as Revenue Expenditure in the year in which these are incurred.

(k) Corporate Taxation

Current Tax is determined as the amount of income-tax payable/recoverable in respect of the taxable income for the current period.

Deferred Tax is recognised as the tax effect of timing differences being the differences between taxable income and accounting income that originated in one period and is capable of reversal in one or more subsequent periods.

Deferred Tax Assets are recognised subject to the consideration of prudence only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

(l) Contingent Liabilities

Contingent Liabilities are disclosed when there is a possible obligation which may arise from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or reliable estimate of the amount cannot be made.

- 2 Pursuant to a Scheme of Arrangement sanctioned by the Hon'ble Gauhati High Court by its Order dated 16th December, 2013, the assets and liabilities of seven of the Company's tea estates were transferred to James Warren Tea Limited with retrospective effect from 1st April, 2011; the Scheme became effective from 9th January, 2014 and effect of the said Scheme has already been given in the accounts for the year ended 31st March, 2013.
- 3 Revaluation of all Plantation Assets excluding depreciable Assets was conducted in 2001-02 by approved Valuers appointed by the Company. In evaluating such Assets, the Valuers carried out physical inspection, verification and analysis of plantation areas and valued the same on a conservative basis. The resultant incremental amount of ₹ 1879.62 in respect of seven tea estates of the Company was incorporated in the Accounts as on 31st March, 2002 and credited to the Revaluation Reserve Account.

Notes to the Financial Statements

Note 24 (Continued)

(₹ in Lakhs)

4 Depreciation/Amortisation is provided on Straight Line Method at the following rates:

	%
Buildings, Roads and Bridges (including Tenancy Right)	5.0
Plant and Machinery : Computers including Software	20.0
Others	7.5
Airconditioners, Refrigerators and Other Equipments	7.5
Furniture and Fixtures	7.5
Vehicles	15.0

5 Under the Assam Fixation of Ceiling of Land Holding Act, 1956, undeveloped lands, approximately 2145 hectares (Previous Year - 2145 hectares) have been vested in the State Government. Necessary adjustments in respect of land compensation will be made in the accounts on settlement of the same.

	Current Year ₹	Previous Year ₹
6 Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of Advance)	55.40	56.58
7 Contingent Liabilities		
(a) Claims not acknowledged as debt	1.50	7.50
(b) Bank Guarantees	24.39	24.39
(c) Sales Tax Demands in dispute (under Appeals)	96.11	96.99
(d) Agricultural Income Tax Demands in dispute (under Appeals/pending before Gauhati High Court)	2555.57	2687.70
8 Unpaid Disputed Statutory Dues in respect of		
(a) Income-tax		
Forum : Commissioner of Income-tax (Appeals)	374.91	493.03
Income-tax Appellate Tribunal	5.19	5.19
For Agricultural Income-tax (Assam) : Gauhati High Court	4169.32	4169.32
(b) Sales tax		
Forum : Deputy Commissioner of Taxes (Appeals)	66.60	67.48
Commissioner of Taxes	5.86	5.86
Appellate & Revisional Board	15.62	15.62
Gauhati High Court	19.92	19.92
(c) Land Revenue		
Forum : Additional Deputy Commissioner	28.33	28.33
9 Loans and Advances to Employees include		
(i) Amounts due by a Director of the Company		
a) On Long-Term	12.33	13.84
b) On Short-Term	1.51	1.08
(Advanced to an employee since elevated as a Director)		



Notes to the Financial Statements

Note 24 (Continued)

		(₹ in Lakhs)	
		Current Year	Previous Year
		₹	₹
(ii) Amounts due by an Officer of the Company			
a) On Long-Term		1.88	2.36
b) On Short-Term		0.48	0.48
10 There are no outstanding dues of micro and small enterprises based on information available with the Company.			
11 Amounts paid/payable to Auditors			
Statutory Auditors			
(a) Statutory Audit Fees		8.99	8.99
(b) Tax Audit Fees		1.12	1.12
(c) Representations For Taxation Matters		11.23	—
(d) Limited Review & Other Matters		7.92	2.25
(e) Out of Pocket Expenses		0.11	0.11
Cost Auditors			
Cost Audit Fees		1.40	1.40
12 Consumption of Stores and Spares	₹ %	₹ %	
Imported	3.20 0.26	— —	
Indigenous	1232.84 99.74	1021.59 100.00	
	<u>1236.04 100.00</u>	<u>1021.59 100.00</u>	
13 Value of Imports calculated on C.I.F basis			
Stores and Spares		3.20	—
14 Earnings in Foreign Exchange			
Exports on F.O.B. basis		707.34	363.39
15 Expenditure in Foreign Currency			
(a) Subscription		1.11	0.90
(b) Pension		4.42	3.90
(c) Travelling		7.04	2.76

16 Post Employment Defined Benefit Plans

The Company operates defined Benefit Schemes like Gratuity, Superannuation, Pension and Additional Retiral Benefit Plans based on current salaries in accordance with the Rules of the Funds/Plans.

In terms of Accounting Policies enumerated in Note 24 the following Table sets forth the particulars in respect of Defined Benefit Plans of the Company for the year ended 31st March, 2014 arising out of actuarial valuations:

Notes to the Financial Statements
Note 24 (Continued)

(₹ in Lakhs)

A) Funded and Unfunded Plans

I. Reconciliation of opening and closing balances of the present value of the Defined Benefit Obligation

	Funded Plans				Unfunded Plans			
	Gratuity		Superannuation		Pension		Additional Retiral Benefit	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
Present Value of Obligation at the beginning of the year	1733.45	1462.06	611.71	510.87	875.73	823.89	57.65	52.09
Current Service Cost	88.52	85.26	87.23	40.87	78.25	63.09	3.71	3.01
Past Service Cost	—	—	—	—	—	—	—	—
Interest Cost	132.42	111.82	41.97	52.38	69.14	65.07	4.61	4.14
Actuarial (Gains)/Losses	45.95	208.13	(31.12)	7.59	(9.46)	(54.50)	(0.52)	(1.59)
Benefits paid	(156.39)	(133.82)	(174.27)	—	(22.97)	(21.82)	—	—
Present Value of Obligation at the end of the year	<u>1843.95</u>	<u>1733.45</u>	<u>535.52</u>	<u>611.71</u>	<u>990.69</u>	<u>875.73</u>	<u>65.45</u>	<u>57.65</u>

II. Reconciliation of opening and closing balances of the fair value of Plan Assets

Fair value of Plan Assets at the beginning of the year	1475.72	1288.65	605.04	536.28
Expected Return on Plan Asset	118.06	103.09	48.40	42.90
Actuarial Gains/(Losses)	(20.44)	44.39	(7.49)	(3.19)
Contributions	257.73	173.41	30.72	29.05
Benefits paid	(156.39)	(133.82)	(174.27)	—
Fair value of Plan Assets at the end of the year	<u>1674.68</u>	<u>1475.72</u>	<u>502.40</u>	<u>605.04</u>

III. Reconciliation of the present value of the Defined Benefit Obligation and the fair value of Plan Assets

Present Value of the Obligation at the end of the year	1843.95	1733.45	535.52	611.71
Fair value of Plan Assets at the end of the year	1674.68	1475.72	502.40	605.04
(Asset)/Liabilities recognised in the Balance Sheet	<u>169.27</u>	<u>257.73</u>	<u>33.12</u>	<u>6.67</u>



Notes to the Financial Statements

Note 24 (Continued)

(₹ in Lakhs)

IV. Expenses recognised in the Profit and Loss Account

	Funded Plans				Unfunded Plans			
	Gratuity		Superannuation		Pension		Additional Retiral Benefit	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
Current Service Cost	88.52	85.26	87.23	40.87	78.25	63.09	3.71	3.01
Past Service Cost	—	—	—	—	—	—	—	—
Interest Cost	132.42	111.82	41.97	52.38	69.14	65.07	4.61	4.14
Expected Return on Plan Asset	(118.06)	(103.09)	(48.40)	(42.90)	—	—	—	—
Actuarial (Gains)/Losses	66.39	163.74	(23.63)	10.78	(9.46)	(54.50)	(0.52)	(1.59)
Total Expenses Recognised and Disclosed under Contributions to Provident, Gratuity and Other Funds (For Funded Plans) and to Staff Welfare Expenses (For Unfunded Plans) in Note 20	169.27	257.73	57.17	61.13	137.93	73.66	7.80	5.56

V. Category of Plan Assets

Equities	—	—	—	—
Fixed Income Debt/ Securities/Bonds	520.03	818.87	251.04	400.78
Other Assets	1154.65	656.85	251.36	204.26
	1674.68	1475.72	502.40	605.04

VI. Actual Return on Plan Assets	97.62	147.48	40.91	39.71
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B) Principal Actuarial Assumptions of funded and unfunded Plans, as applicable

	2013-14 %	2012-13 %
Discount Rate	8.00	8.00
Salary Escalation	5.00	5.00
Inflation Rate	5.00	5.00
Expected Return on Asset	8.00	8.00

Actuarial valuation considered estimates of future salary increases taking into account inflation and other relevant factors.



Notes to the Financial Statements

Note 24 (Continued)

(₹ in Lakhs)

C) Other Disclosure :	2013-14	2012-13	2011-12	2010-11	2009-10
I. Funded Plans					
Gratuity Fund					
Present Value of the Obligation at the end of the year	1843.95	1733.45	2733.50	2335.77	2011.46
Fair value of Plan Assets at the end of the year	1674.68	1475.72	2409.29	2184.86	2133.12
(Surplus)/Deficit at the end of the year	169.27	257.73	324.21	150.91	(121.66)
Experience Adjustments on Obligation - [(Gain)/Loss]	54.31	230.61	158.21	320.25	0.66
Experience Adjustments on Plan Assets - [Gain/(Loss)]	(20.44)	(19.84)	(2.72)	60.04	61.04
Superannuation Fund					
Present Value of the Obligation at the end of the year	535.52	611.71	791.25	679.11	626.64
Fair value of Plan Assets at the end of the year	502.40	605.04	830.61	747.44	687.49
(Surplus)/Deficit at the end of the year	33.12	6.67	(39.36)	(68.33)	(60.85)
Experience Adjustments on Obligation - [(Gain)/Loss]	(69.65)	104.47	(50.42)	19.78	(22.45)
Experience Adjustments on Plan Assets - [Gain/(Loss)]	(7.49)	0.50	0.70	7.63	(49.72)
II. Unfunded Plans					
Pension					
Present Value of the Obligation at the end of the year	990.69	875.73	1485.87	1379.30	1283.03
(Surplus)/Deficit at the end of the year	990.69	875.73	1485.87	1379.30	1283.03
Experience Adjustments on Obligation - [(Gain)/Loss]	(3.30)	(34.02)	(50.32)	(20.66)	(29.85)
Additional Retiral Benefit					
Present Value of the Obligation at the end of the year	65.45	57.65	78.36	57.28	45.57
(Surplus)/Deficit at the end of the year	65.45	57.65	78.36	57.28	45.57
Experience Adjustments on Obligation - [(Gain)/Loss]	(0.37)	13.74	0.36	52.71	41.93

Post Employment Contribution Plan

During the year an aggregate amount of ₹ 553.38 (Previous Year - ₹ 511.10) has been recognised as expenditure towards Provident Fund, defined contribution plan of the Company.



Notes to the Financial Statements

Note 24 (Continued)

		(₹ in Lakhs)
	Current Year	Previous Year
17 Basic and Diluted Earnings Per Share		
Number of Equity Shares at the beginning of the year	11950804	10714273
Number of Equity Shares at the end of the year	11950804	11950804
Weighted average number of Equity Shares outstanding during the year	11950804	11950804
Face value of each Equity Share (₹)	10	10
Profit after tax available for distribution to the Equity Shareholders	2024.71	1373.48
Basic and Diluted Earnings per Share (₹)	16.94	11.49
Dilutive Potential Equity Shares	Not Applicable	Not Applicable

18 Related Party Disclosures

(i) Names and Relationship

Relationship	Name
Associate	Maple Hotels and Resorts Private Limited
Significant Influence by Key Management Personnel	Warren Industrial Limited DPIL Limited Sectra Plaza Private Limited Suvira Properties Private Limited Warren Steels Private Limited
Key Management Personnel	Mr. Vinay K. Goenka (Executive Chairman) Mr. S. K. Ghosh (Managing Director)
Relative of a Key Management Personnel	Mr. Vivek Goenka

(ii) Particulars of Transactions and year-end balances

Names and Relationship	Current Year ₹	Previous Year ₹
Associate		
Investments		
Maple Hotels and Resorts Private Limited	1500.00	—
Significant Influence by Key Management Personnel		
Receiving of Services		
Warren Industrial Limited	1.71	2.59
Sectra Plaza Private Limited	7.28	7.28
Rendering of Services		
DPIL Limited	0.13	0.12
Other Bodies Corporate	0.12	0.11



Notes to the Financial Statements

Note 24 (Continued)

		(₹ in Lakhs)
	Current Year ₹	Previous Year ₹
Key Management Personnel & Relative		
Remuneration		
Mr. Vinay K. Goenka	103.44	79.81
Mr. S. K. Ghosh	68.92	60.46
Mr. Vivek Goenka	22.69	15.95
Balance at the year-end		
Associate		
Investments		
Maple Hotels and Resorts Private Limited	1500.00	—
Significant Influence by Key Management Personnel		
Investments		
Warren Steels Private Limited	159.12	159.12
Security Deposit		
Sectra Plaza Private Limited	438.00	440.40
Current Liabilities		
Warren Industrial Limited	—	0.49
Key Management Personnel		
Current Liabilities		
Mr. Vinay K. Goenka	31.20	22.10
Mr. S. K. Ghosh	18.00	15.60
Advances		
Mr. S. K. Ghosh	13.84	14.92

19 Segment Reporting

- (i) The Company is engaged in the integrated process of growing, harvesting and sale of Black Tea only and hence no Primary Segment Reporting is considered under Business Segment.
- (ii) Geographical Segments have been considered for disclosure as the Secondary Reporting Segment based on sales in domestic markets and exports.



Warren Tea Limited

Notes to the Financial Statements

Note 24 (Continued)

	(₹ in Lakhs)		
	Current Year	Previous Year	
	₹	₹	
(iii) Secondary Segment Information			
	Domestic	Exports	Total
Segment Revenue-External Sales	13223.73	679.57	13903.30
	(11480.35)	(374.55)	(11854.90)
Segment Assets	12140.46	—	12140.46
	(11493.75)	—	(11493.75)
Capital Expenditure	310.92	—	310.92
	(227.64)	—	(227.64)

Figures of Previous Year are indicated in Italics within brackets "()"

20 Previous year's figures have been regrouped or rearranged, wherever necessary.

Signatures to Note Nos. 1 to 24

B. M. Chatrath & Co.
Firm Registration Number - 301011E
Chartered Accountants

A. Chatrath
Partner

Membership Number - 52975
Kolkata, 29th May, 2014

S. Roy
Company Secretary

Vinay K. Goenka
Chairman
S. K. Ghosh
Managing Director
S. K. Mukhopadhyay
Chief Financial Officer



CASH FLOW STATEMENT
for the year ended 31st March, 2014

(₹ in Lakhs)

Current Year Previous Year

A. Cash Flow from operating activities

Profit / (Loss) before Taxation	2707.55	1880.54
Adjustments for		
Depreciation and Amortisation	494.50	496.73
Finance Costs	35.27	12.90
Income from Interest and Dividends	(63.67)	(66.55)
Provisions no longer required written back	—	(5.08)
(Profit) on Disposal of Fixed Assets (Net)	(2.93)	(2.21)
Operating Profit before working capital changes	3170.72	2316.33
Adjustments for changes in		
Trade and Other Receivables	(894.94)	(1788.76)
Inventories	(229.91)	29.58
Trade Payables and Other Liabilities	249.78	483.00
Adjustment for Transfer of Assets & Liabilities as per Scheme of Arrangement	—	(1601.27)
Cash generated from operations	2295.65	(561.12)
Direct Taxes Paid	(648.95)	(239.35)
Net Cash from operating activities (A)	1646.70	(800.47)

B. Cash Flow from investing activities

Purchase of Fixed Assets	(310.92)	(227.64)
Purchase of Long Term Investments	(1500.00)	—
Sale of Fixed Assets	7.39	2.91
Interest and Dividend Received	59.60	59.46
Net Cash from / (used) in investing activities (B)	(1743.93)	(165.27)

C. Cash Flow from financing activities

Repayment of Short Term Borrowings	—	(13.73)
Finance Costs Paid	(35.27)	(12.90)
Net Cash from / (used) in financing activities (C)	(35.27)	(26.63)

Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)	(132.50)	(992.37)
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Warren Tea Limited

CASH FLOW STATEMENT (Continued)

(₹ in Lakhs)

Current Year Previous Year

Cash and Bank Balances

Opening Balance

Cash and Bank Balances [Note 14]	884.31	1876.68
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Closing Balance

Cash and Bank Balances [Note 14]	751.81	884.31
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1. The above Cash Flow Statement has been prepared under the Indirect Method as set out in the Accounting Standard -3 on Cash Flow Statement prescribed under the Companies Act, 1956.
2. The Notes referred to above form an integral part of the Cash Flow Statement.
3. Previous year's figures have been regrouped or rearranged, wherever necessary.

As per our report of even date.

B. M. Chatrath & Co.
Firm Registration Number - 301011E
Chartered Accountants

A. Chatrath
Partner

Membership Number - 52975
Kolkata, 29th May, 2014

S. Roy
Company Secretary

Vinay K. Goenka
Chairman
S. K. Ghosh
Managing Director
S. K. Mukhopadhyay
Chief Financial Officer



Warren Tea Limited

FORM A

Covering letter of the annual audit report to be filed with the Stock Exchanges

1.	Name of the Company:	Warren Tea Limited
2.	Annual financial statements for the year ended	31 st March 2014
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A.
5.	<p>To be signed by-</p> <ul style="list-style-type: none">• Mr S K Ghosh, Managing Director• Mr S K Mukhopadhyay, CFO• Auditor of the Company : <p>Refer our Audit Report dated 29th May, 2014 For M/s B M Chatrath & Co. Firm Registration Number:301011E Chartered Accountants</p> <p><i>Chatrath</i> A. Chatrath Partner Membership Number 052975</p> <ul style="list-style-type: none">• Audit Committee Chairman: Mr S Bhoopal	<p><i>[Signature]</i></p> <p><i>[Signature]</i></p> <p><i>[Signature]</i></p>

Kolkata 9th August, 2014

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