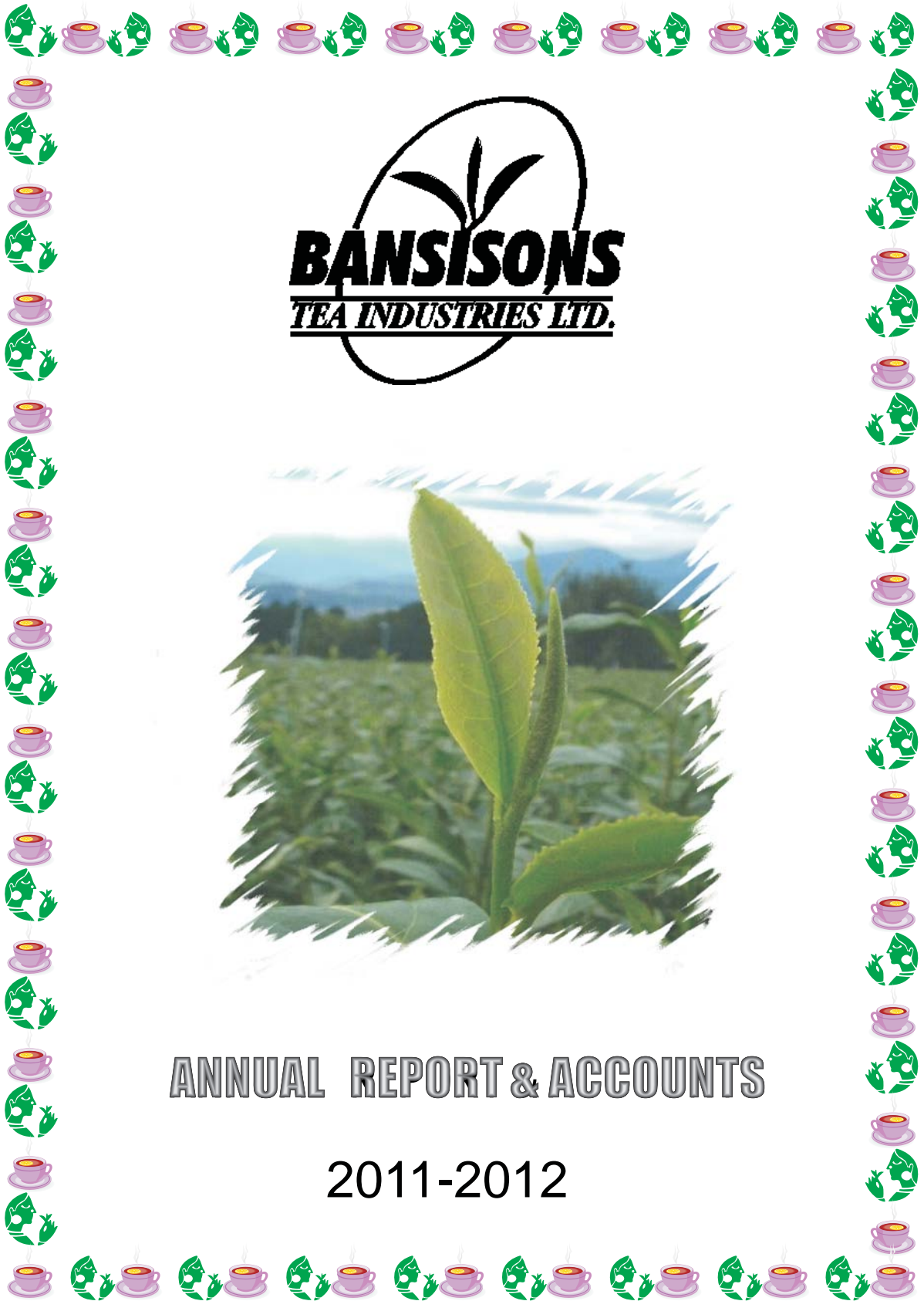




ANNUAL REPORT & ACCOUNTS

2011-2012





BOARD OF DIRECTORS

Shri S. L. Agarwalla
Chairman

DIRECTORS

Shri S. K. Agarwal
Shri M. L. Kansal
Dr. H. P. Bezboorah
Shri Basant Agarwal
Shri Binod Agarwal
Shri Sandeep Agarwal
Shri Kamal Kant Agarwal

AUDITORS

Manoj Kr. Goyal
Chartered Accountants
1st Floor, Commerce Building
Bidhan Market Road, Siliguri

BANKERS

State Bank of Bikaner & Jaipur
Bank of India

**SHARES TRANSFER
DEPARTMENT**

S. K. Computers
34/1A, Sudhir Chatterjee Street
Kolkata - 6

REGISTERED OFFICE

33, M.G. Road
Siliguri (West Bengal)
Pin - 734005

GARDEN

Fatapukur, Dist. Jalpaiguri
(West Bengal)

25th
Annual Report &
Accounts 2011-2012

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NOTICE

Notice is hereby given that the 25th Annual General Meeting of Members of the Company will be held on Saturday, the 29th September, 2012 at 10.00 A.M. at the Meeting Hall of Hotel Embassy, Siliguri - 734001 to transact the following business :

ORDINARY BUSINESS : -

1. To receive, consider and adopt the audited Balance Sheet of the Company at 31st March, 2012 and the profit and Loss Account for the year ended as on that date and the report of the Board of Directors and of the Company's Auditors.
2. To appoint a Director in place of Shri S.L. Agarwalla, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Shri S. K. Agarwalla, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Basant Agarwal, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint Auditors and fix their remuneration and for this purpose to consider and, if thought fit, to pass the following resolution with or without modification:

"RESOLVED the pursuant to the provisions of section 224 of the Companies Act 1956, M/s. Manoj Kumar Goyal be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the company at a remuneration to be decided mutually between the Board of Directors and the Auditors."

Place : Siliguri
Date : 21th August, 2012

By Order of The Board
S. K. Agarwal
Director

NOTES :

1. Member entitled to attend and vote at the meeting are entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be a member of the company.
2. A Instrument of proxies in order to be effective must be deposited with the company at its Registered office not less than 48 hours before the commencement of the meeting.
3. The register of members of the Company and Share Transfer Book will remain closed from 27th Sept. 2012 to 29th Sept. 2012 (both days inclusive).
4. The explanatory statement pursuant to the provisions of Sec. 173(2) of the Companies Act. 1956 is Annexed in this notice.
5. Members who have multiple registered folios in identical order on name(s) are requested to write to the Company quoting their Registered Folio No.(s) and enclosing their Share Certificate, for consolidation of all such shareholding into one registered folio to facilitate better service.
6. Members are requested to bring the attendance slip alongwith copies of Annual Reports to the Meeting.

Additional Information required to be furnished under the listing agreement :

As required under the listing agreement, the particulars of Directors who are proposed to be appointed/re-appointed are given below :

1. Name : Sri S. L. Agarwalla
Age : 65 Years
Qualification : B. Com. LLB
Expertise : Accounts & Finance
Other Directorship : NIL

2. Name : Sri S. K. Agarwalla
Age : 60 years
Qualifications : B. Com.
Expertise : Tea Plantation
Other Directorship : NIL

3. Name : Sri Basant Agarwal
Age : 52 year
Qualifications : Graduate
Expertise : Tea Marketing & Trading
Other Directorship : NIL

**DIRECTORS REPORT TO THE MEMBERS OF
BANSISONS TEA INDUSTRIES LIMITED**

Dear Shareholders,

Your Directors present herewith your Company's Twenty Fifth Annual Report together with the Audited Accounts for the year ended 31st March 2012.

Financial Result

(Rupees in Lakhs)

	31/03/2012	31/03/11
Net Sales / Income from operations	57.41	55.86
Other Income-Interest (Net)	Nil	Nil
Total Expenditure	65.61	51.04
Gross Profit / (Loss) After Interest but before depreciation and Taxation	(8.21)	4.84
Depreciation	1.83	1.92
Profit/ (Loss) for the year after Depreciation	(10.04)	2.90
Profit / (Loss) before Tax	(10.04)	2.90
Provision for Taxation	Nil	Nil
Current year Taxation	Nil	Nil
Profit/ (Loss) after Tax	(10.04)	2.90
Paid-Up Equity Share Capital	619.75	619.75
Reserves Excluding Revaluation	Nil	Nil

MANAGEMENT DISCUSSION AND ANALYSIS:

Pursuant to clause 49 of the Listing Agreement a Management Analysis Report is given below:

A. INDUSTRY BACKGROUND :

Tea is one of the oldest industries in India started during the British Empire. India is not only the largest producer of tea but is also the largest consumer. Tea is an important industry for India since it earns a substantial amount of foreign exchange by way of exports even though the quantum and value of exports has been coming down over the past few years.

B. INDUSTRY OUTLOOK :

The Company has a long experience of tea plantation, production and marketing. The availability of land for tea cultivation is limited and not all land is suitable for tea cultivation. The Company has inducted into the Board the well experienced people. Government regulation and control also affect the tea industry., The multiplicity of taxes on the industry also affect profitability. Production of tea is highly dependent on climatic and soil conditions. The Government of India is expected to continue to support the industry, which is a major foreign exchange earner.

C. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :

The Company has adequate internal control systems commensurate with the size of its operations and for the purpose of exercising adequate controls on the day-today

Directors Report (Contd....)

operations. Systems are regularly reviewed to ensure effectiveness.

D. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS :

During the year there are no material developments in Human Resources.

OPERATIONS:

The Company has concentrated its main activities in increasing the tea plantation maintenance of the bushes.

DIVIDEND :

Due to non-availability of distributable profitability your Directors regret their inability to recommend any dividend in respect of Equity shares for the year under review.

DIRECTORS :

In terms of article of Association of your Company read with Section 255 of the companies Act, 1956. Shri S. L. Agarwalla, S. K. Agarwalla, Shri Basant Agarwal retires at the forthcoming Annual General Meeting, but being eligible offers themselves for reappointment.

AUDITORS :

M/s. Monoj Kumar Goyal, Chartered Accountants, Auditors of the Company retire at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment. The Company has received a certificate from the Auditors that they are qualified under section 224(1B) of the Companies Act 1956, to Act as the Auditors of the Company, if re-appointed.

PERSONNEL :

None of the employee of the Company is drawing remuneration exceeding the limits specified under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

PUBLIC DEPOSIT :

Your Company has not accepted any deposit(s) within the meaning of Sec-58A of the Companies Act, 1956 and the rules made thereof.

RESPONSIBILITY STATEMENT

The Directors Confirms,

1. That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. That the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;
3. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

Directors Report (Contd....)

4. That the directors had prepared the annual accounts on a going concern basis.

SUBSIDIARY :

The Company does not have any subsidiary within the meaning of Sec-4 of the Companies Act, 1956.

STATEMENT PURSUANT TO LISTING AGREEMENT

Presently the Company's share are listed at the Stock Exchange Mumbai(BSE), Calcutta Stock Exchange, Madras Stock Exchange and Jaipur Stock Exchange.

CORPORATE GOVERNANCE :

Your Company has always been committed to the best practices in the governance of its affairs. The Board is taking efforts to comply the same. Kindly refer to ANNEXURE 'A' to Directors Report. The Auditors Certificate on compliance with the mandatory requirements of Corporate Governance is given in Annexure "A" to this Report.

AUDITORS REPORT :

With reference to the observations made by the Auditors in their report, the directors are to state that the notes submitted by the Board as contemplated under section 217(3) of the Companies Act, 1956; forming part of Company's Accounts are self explanatory and therefore do not call for any further clarification.

INFORMATION PURSUANT TO SECTION 217(1)(E) OF THE COMPANIES ACT, 1956

As per sec-217(1)(e) of the Companies Act, 1956 read with the companies Disclosure of Particulars in the Report of Board of Directors Rules, 1988 the relevant data pertaining to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo are setout as hereunder;

ACKNOWLEDGEMENTS:

Your Directors wish to place on record their appreciation of the continued support rendered by the Shareholders, Bankers, Central & State Government Bodies, Business Constituents, Tea Research Association, Tea Board, Siliguri Tea Auction Committee, Terai Indian Planters Association and Indian Tea Planters Association.

Place : Siliguri

Date : 16th July, 2012

By Order of The Boad

Sd. S. L. Agarwalla

Chairman

ANNEXURE - "A" TO DIRECTORS REPORT - CORPORATE GOVERNANCE

1. Board's Philosophy on Corporate Governance

"Corporate Governance is about ethical conduct in business". Ethical leadership is good for business as the organization is seen to conduct its business in line with the expectations of all stakeholders. The Company, BANSISONS TEA INDUSTRIES LIMITED believes in adapting the Best Global Practices in the area of Corporate Governance and follows the principles of full transparency and achieving high level of accountability, efficiency, responsibility and fairness in all areas of operation. Our workplace is committed towards the protection of the stakeholder's viz. shareholders, creditors, investors, customers, employees etc. Our policies consistently undergo improvements keeping in mind our goal of maximization of value of all the stakeholders.

The Board considers itself a Trustee of all Shareholders and acknowledges its responsibilities to the Shareholders' wealth. During the year under review, the Board continued its pursuit of achieving these objectives through the adoption and monitoring of corporate strategies, prudent business plans, monitoring of major risks of the Company's business and ensuring that the Company pursues policies and procedures to satisfy its legal and ethical responsibilities.

2. Board of Directors

(i) Composition:

The Board of Directors provides strategic direction and thrust to the operations of the company. The Board consists of 8 Directors; Mr. S.L. Agarwalla is the Chairman of Board and 4 independent non-executives Directors as on 31st March, 2011. The Board has optimum combination of executive and non-executive Directors and more than one third of the Board comprises of independent Directors.

(ii) Boards Meeting:

During the year the Board of Directors of the company met Eight times on 30.04.2011, 31.07.2011, 23.09.2011, 30.10.2011, 12.11.2011, 31.01.2012, 25.02.2012 and 31.03.2012.

(iii) Particulars of Directors and others Directorships and position held in Board committees of the Companies:

MEETINGS AND ATTENDANCE UPTO MARCH 31, 2012

Name of the Director	Category	No of other Directorships	No of Committees in which member	No of Board meetings attended	Whether attended last AGM
Mr. S. L. Agarwalla	Chairman	Nil	1	8	Yes
Mr. M. L. Kansal	Independent Non-Executive	1	1	6	Yes
Mr. Basant Agarwal	Independent Non-Executive	3	2	8	Yes
Mr. Binod Agarwal	Independent Non-Executive	Nil	2	7	Yes
Mr. S. K. Agarwal	Executive	1	Nil	8	Yes
Dr. H. P. Bezboorah	Executive	Nil	Nil	Nil	No
Mr. Sandeep Agarwal	Executive	4	Nil	8	Yes
Mr. Kamal Kant Agarwal	Independent Non-Executive	1	2	7	Yes

3. Audit Committee:

(i) Terms of Reference:

The Audit Committee formed is instrumental in overseeing the financial reporting besides reviewing the Quarterly, Half yearly Annual financial results of the Company, it reviews company's financial and risks management policies and the internal control system, internal audit systems etc.

The Committee will inter alia:

- Ensure the preservation of good Financial Practices throughout the company.
- Monitor that Internal Controls are in force to ensure the integrity of financial performances reported to the shareholders.
- Provide by way of regular meetings a line of communication between the Board and the Statutory and Internal Auditors.
- Consider the appointment of the Statutory Auditors and the head of Internal Audit/ outsourced Internal Auditors (who will have direct access to the committees chairman). It will consider and recommend to the Board the remuneration of the Statutory Auditors.
- Discuss the Audit plans with both the Statutory and Internal Auditors before the commencement of Audit and ensure Co-ordination between them.
- Review the interim and full year financial statements with the management and Auditor before recommending to the Board.
- Discuss with the Statutory Auditors their concerns, if any, arising from the Audits (in management's absence where necessary); Review the Auditors management letters and managements responses.
- Review reports of the Internal Auditors and managements responses thereto. It will also consider the findings of internal investigation and managements responses thereto.
- Review the Company's financial control system including those of treasury. In particular, it will periodically review:

- (a) The procedures for identifying the business risks (including financial risks) and controlling their financial impact on the company;
 - (b) The Company's policies for preventing or detecting fraud;
 - (c) The Company's policies for ensuring compliance with the relevant regulatory and legal requirements and operational effectiveness of the policies and procedures.
 - Reviewing with the management the performance of the Statutory and Internal Auditors, adequacy of the internal control systems.
 - Discussions with the Internal Auditors any significant findings and follow up thereon.
 - Reviewing the adequacy of Internal Audit function.
- (i) Composition of Members & Chairperson, Meetings and Attendance:

MEETINGS AND ATTENDANCE UPTO MARCH 31, 2012

Sl. No.	Members	Designation	Date of Meeting & Meeting Attended			
			23/04/11	22/07/11	27/10/11	20/01/12
1	M. L. Kansal	Chairman	YES	YES	YES	YES
2	Binod Agarwal	Member	YES	YES	YES	YES
3	Basant Agarwal	Member	YES	YES	YES	YES

4. Remuneration Committee:

(i) Terms of Reference:

- (a) to determine and recommend to the Board of Directors the remuneration package of the Managing Director and Wholetime Directors including periodical revisions therein,
- (b) to approve, in the event of loss or inadequate profits in any year, the minimum remuneration payable to the Managing Director within the limits and subject to the parameters prescribed in schedule XIII to the Companies Act, 1956.

(ii) Composition of Members & Chairperson, Meetings and Attendance:

MEETINGS AND ATTENDANCE UPTO MARCH 31, 2012

Sl. No.	Members	Designation	Date of Meeting	Meeting Attended
1	S. L. Agarwalla	Chairman	27/03/2012	YES
2	Kamal Kant Agarwal	Member	27/03/2012	YES

(iii) Remuneration Policy:

The Remuneration of the Managing Director and Wholetime Director is determined by the Board within the statutory limits subject to the Shareholders approval in a General Meeting and on the basis of the remuneration of the remuneration committee.

(iv) Details of Remuneration Paid to the Directors:

- (a) No Remuneration was paid to any Directors.

(b) No Sitting Fees were paid to any Directors.

5. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE:

- (i) The Committee deals in matters relating to:
- Transfer and Transmission of Shares.
 - Issue of Duplicate Share Certificate
 - Review of Dematerialized Shares.
 - Redressal of Shareholders grievances.
 - Other matter related to Shares
- (ii) Composition of Members & Chairperson, Meetings and Attendance:

MEETINGS AND ATTENDANCE UPTO MARCH 31, 2012

Sl.	Members No.	Designation	Date of Meeting & Meeting Attended			
			25/04/11	22/07/11	25/10/11	27/01/12
1	Binod Agarwal	Chairman	YES	YES	YES	YES
2	Basant Agarwal	Member	YES	YES	YES	YES
3	Kamal K. Agarwal	Member	YES	YES	YES	YES

(iii) Complaints received / Not solved: Nil

(iv) Pending Share Transfers: There were no Complaints pending as on 31st March, 2012. Nil

6. General Body Meeting:

(i) Location and Time of Last Three Annual General Meetings were as under:

Sl.No.	Financial Year	Date of AGM	Time	Venue
1	31.03.2011	30.09.2011	10.00 a.m.	Hotel Embassy, Siliguri
2	31.03.2010	30.09.2010	10.00 a.m.	Hotel Embassy, Siliguri
3	31.03.2009	30.09.2009	10.00 a.m.	Hotel Embassy, Siliguri

7. Disclosures:

(i) There is no materially significant Related Party transaction i.e. with the promoters, the directors, the management or relative's etc. that may have potential conflict with the interest of the company at large.

(ii) There were no cases of non-compliance with Stock Exchange or SEBI regulations, nor any cases of penalties or strictures imposed by any Stock Exchange or SEBI or any other statutory authority for any violation related to the capital market during the last three years.

8. Means of Communication:

As per the listing requirements, the company publishes periodical financial results in leading English and Regional newspapers. The Management Discussion and Analysis (MD&A) forms part of the Annual Report.

9. General Shareholder information:

- | | |
|--|---|
| (i) AGM Date & Time:
Venue: | 29 th September, 2012 at 10.00 a.m.
Meeting Hall of Hotel Embassy, Siliguri- 734001 |
| (ii) Financial Year: | 1 st April 2011 to 31 st March 2012 |
| (iii) Financial Calendar: | (Tentative) for the Year 2012-2013 |
| Publication of Unaudited results for the Quarter ending June 2012 | Last week of July 2012 |
| Publication of Unaudited results for the Quarter ending September 2012 | Last week of October 2012 |
| Publication of Unaudited results for the Quarter ending December 2012 | Last week of January 2012 |
| Publication of Unaudited results for the Quarter ending March 2012 | Last week of April 2012 |
| Publication of Audited Accounts for the Year ending March 2012 | Last week of July 2012 |
| Annual General Meeting for the Year ending March 2012 | September 2012 |
| (iv) Date of Book Closure: | 27 th September 2012 to
29 th September 2012 (both days inclusive) |
| (v) Dividend Payment Date(s): | Not Applicable as the Board has not recommended any Dividend. |
| (vi) Listing on Stock Exchange: | <ul style="list-style-type: none"> * The Stock Exchange, Mumbai * The Calcutta Stock Exchange Association Ltd. * Madras Stock Exchange * Jaipur Stock Exchange <p>The Company has paid the Listing Fees for the Year ended 2012-2013.</p> |
| (vii) Stock Code: | The Stock Exchange Mumbai – 19353 |
| (viii) Market Price Data: | The Shares of the Company was not quoted. |
| (ix) Demat ISIN Number: | National Securities Depository Limited
INE 856E01019 |

- | | |
|--|--|
| (x) Registrar and Transfer Agents: | S. K. Computers
34/1A, Sudhir Chatterjee Street
Kolkata-700006 |
| (xi) Share Transfer System:
by the company at its registered | The application for transfer, Transmission etc.
are received office address at Siliguri. |
| (xii) Share Holding Pattern: | Promoters: %
Public: %
Corporate Bodies: % |
| (xiii) Dematerialization of Shares and Liquidity : | % |
| (xiv) Outstanding GDRs/ ADRs/ Warrants
or any Convertible Instruments and
their likely impact on equity: | As on date there are no outstanding warrants
or convertible instruments. The Company has
not issued any GDR/ADR. |
| (xv) Plant Locations: | The Garden is located at Fatapukur,
Dist: Jalpaiguri, W.B. |
| (xvi) Address of Correspondence: | 33, M.G.Road, Siliguri- 734005 |

DECLARATION

It is hereby declared that all the Board Members, Senior Management and Employees of the Company have affirmed adherence to and compliance with the "Code of Conduct" laid down by the Company as on 1st April, 2011.

For **Bansions Tea Industries Limited**

Place: Siliguri
Date: 16th July, 2012

Sd. S. L. Agarwalla
Chairman

AUDITORS CERTIFICATE OF COMPLIANCE

On Corporate Governance under Clause 49 of the Listing Agreement

To the members of "**Bansisons Tea Industries Limited**".

We have examined the compliance of conditions of Corporate Governance by Bansisons Tea Industries Limited the Company for the year ended on 31st March, 2012, as stipulated in clause 49 of the "Listing agreement" of the said Company with the Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adapted by the Company for ensuring the Compliance of the conditions of Corporate Governance. It is neither an Audit nor an expression of Opinion on the Financial Statements of the Company.

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

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

Place : Siliguri
Date 16th July, 2012

For **MANOJ KUMAR GOYAL**
Chartered Accountants
M. K. Goyal
Proprietor

AUDITORS REPORT

To the Members of BANSISONS TEA INDUSTRIES LIMITED

1. We have audited the attached Balance Sheet of BANSISONS TEA INDUSTRIES LIMITED as at 31st March, 2012 and also the Statement of Profit & Loss of the company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report), Order, 2004, issued by the Central Government of India in terms of section 227(4A) or the Companies Act, 1956, we give in the Annexure.
4. Further to our comments in the Annexure referred to in paragraph 3 above, 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 it appears from our examination of the books.
 - (c) The Balance Sheet and Statement of Profit & Loss dealt with by this report are in agreement with the books of account.
 - (d) In our opinion the said Balance Sheet and Statement of Profit & Loss comply with the Accounting Standard referred to in Sub Section 3(C) of Section 211 of the Companies Act, 1956.
 - (e) On the basis of the written representations received from all the directors of the Company, and taken on record by the Board of Directors, we report that none of those Directors are disqualified as at 31st March, 2012 from being appointed as a Director in terms of clause(g) of sub-section (1) of Section 274 of the Companies Act, 1956.
 - (f) In our opinion and to the best of our information and according to the explanations given to us and subject to our notes, the accounts give the information as required by the Companies Act, 1956 in the manner so required and give a true and fair view :
 - (i) In the case of Balance Sheet of the state of affairs of the Company as at 31st March, 2012.
 - (ii) In the case of Statement of Profit & Loss of the Loss for the year ended on that date; and
 - (iii) In the case of Cash flow statement of the cash flows for the year ended on that date.

Place : Siliguri

Date : 16th July, 2012

For **MANOJ KUMAR GOYAL**
Chartered Accountants
M. K. Goyal
Proprietor

ANNEXURE TO THE AUDITORS' REPORT

Referred to in Paragraph 3 of our report of even date on the accounts for the year ended 31st March, 2012 of Bansisons Tea Industries Ltd.

- i) In respect of Fixed Assets :
 - a) The company has maintain proper record showing full particular including quantitative details and situation of fixed assets on the basis of available information.
 - b) As explained to us, the major assets have been physically verified by the management during the year. No materials discrepancies were noticed on such verification.
 - c) No substantail part of fixed assets have been disposed during the year.
- ii) In respect of its inventories :
 - a) As explained to us, inventory has been physically verified during the year by the management in our opinion the frequency of verification is reasonable.
 - b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventory followed by the management are reasonable adequate in relation to the size of the company and the nature of its business.
 - c) The company is maintaining proper record of inventory, as explained to us, there were no discrepancies noticed on verification between the physical stock and the book record.
- iii)
 - a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under section 301 of the Act, and accordingly clause iii(b),(c),(d) of Paragraph 4 of the order not applicable.
 - e) As informed 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, Accordingly the provision of clause 4(iii) (f) & 4(iii)(g) of the order are not applicable to the company.
- iv) In our opinion and according to the Information and explanation given to us, there are adequate internal control procedure commensurate with the size of the company and nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in Internal controls.
- v) According to the Explanation and Information given to us, we are of the opinion that company has entered, all the transaction required to be entered in to the register maintain under section 301 of the Act 1956 and transactions have been made are prima facie reasonable.
- vi) The company during the year under audit not accepted any deposit under provisions of section 58A and 58AA or any of the relevant revision of the Act of the companies Act, 1956 and the companies (Acceptance of Deposit) Rules, 1975, with regard to the deposits accepted from the Public. No order has been passed by the Company Law Board or National Company law Tribunal or Reserve Bank of India or any court or any other Tribunal.
- vii) The company has an internal Audit system, which in our opinion is commensurate with the size of the company and the nature of its business.

ANNEXURE TO THE AUDITORS' REPORT

AUDITOR'S REPORT (Contd.....)

- viii) The Central Government has not prescribed maintenance of cost records under section 209(1)(d) of the companies Act, 1956 for any product of the company.
- ix) In respect of statutory dues :
- a) According to the record of the Company, undisputed statutory dues Provident Fund, Income Tax, Wealth Tax, Service Tax, Sales Tax and other statutory dues have been generally regular in depositing with appropriate authorities. According to the information and explanation given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March 2012 for a period of more than six months from the date of becoming payable.
- x) The Company has no accumulated losses 50% of its Net worth but has incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- xi) Based on our audit procedure and as per the information and explanation given to us by the management, we are of the opinion that the company has not defaulted in repayment of dues to a financial institution, Banks or debenture holders.
- xii) In our opinion and according to the information and explanation given to us, no loans and advances have been granted by the company on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) The company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore the provision of the clause 4(xiii) of paragraph 4 of the order are not applicable.
- xiv) The company is not dealing in or trading in share, securities debenture and other investment. Therefore the provision of the clause 4 (xiv) of paragraph 4 of the order are not applicable.
- xv) According to Information and explanation given to us, the company has not given any guarantee for loans taken by others from banks or financial institution.
- xvi) According to Information and explanation given to us, the company has not been raised new terms loan during the year under audit. The term loans outstanding at the beginning of the year were applied for the purposes for which they are raised.
- xvii) According to the cash flow statement and other record examine by us and the information and explanation to given to the us, on an overall basis, fund raised on short terms basis have not Prima - facie, been used during the year for long term investment and vice - versa.
- xviii) According to the information and explanation given to us, and other records examine by us, the company has not made any preferential allotment of shares to parties and companies covered in the registered maintained under section 301 of the during the year.
- xix) According to the explanation and information given to us, the company had not issued any secured debenture during the year.
- xx) The company has not raised any money by public issuing during the year.
- xxi) In our opinion and According to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the year.

Place : Siliguri

Date : 16th July, 2012

For **MANOJ KUMAR GOYAL**
Chartered Accountants
M. K. Goyal
Proprietor

BALANCE SHEET AS AT

PARTICULARS	Note No	31st March 2012 Rs.	31st March, 2011 Rs.
A. EQUITY & LIABILITIES			
1. SHAREHOLDER'S FUNDS			
a) Capital	1	6,19,75,500	6,19,75,500
b) Reserve & Surplus	2	(1,03,92,456)	(93,88,634)
		<u>5,15,83,044</u>	<u>5,25,86,866</u>
2. Current Liabilities			
a) Trade Payables	3	7,02,939	5,42,540
b) Other Current Liabilities	4	3,53,788	1,93,534
		<u>10,56,727</u>	<u>7,36,074</u>
	TOTAL	<u>5,26,39,771</u>	<u>5,33,22,940</u>
B. ASSETS			
1. NON CURRENT ASSETS			
a) Fixed Assets			
i) Tangible Assets	5	4,74,25,276	4,62,63,751
c) Long Term Loans & Advances	6	13,76,193	33,31,193
		<u>4,88,01,469</u>	<u>4,95,95,944</u>
2. CURRENT ASSETS			
a) Inventories	7	23,225	29,850
b) Sundry Debtors	8	32,60,074	28,94,654
c) Cash & Bank Balances	9	5,55,003	8,03,493
		<u>38,38,302</u>	<u>37,27,997</u>
	TOTAL	<u>5,26,39,771</u>	<u>5,33,22,941</u>
NOTES ON ACCOUNTS	16		

In terms of our report of even date
For Manoj Kumar Goyal
Chartered Accountants

For & On behalf of the Board of Directors
S. L. Agarwalla
Chairman

S. K. Agarwal
Director

M. L. Kansal
Director

M. K. Goyal

Proprietor

Place : Siliguri,

Dated: 16th July, 2012

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2012

	NOTES NO.	Year Ended 31.03.2012	Year Ended 31.03.2011
INCOME			
Revenue from Operations	10	5,740,539	5,585,666
		5,740,539	5,585,666
Other Income		0	0
TOTAL		5,740,539	5,585,666
EXPENSES			
Cost of Materials Consumed	11	1,267,688	1,104,573
Purchase of Traded products	12	850,907	551,400
Employee cost/benefit expenses	13	2,187,826	2,279,469
Depreciation and Amortisation		182,925	191,696
Other Expenses	14	1,205,016	1,168,763
TOTAL		5,694,362	5,295,901
Profit Before Extra ordinary items & Taxes		46,176	289,765
Extraordinary Items	15	(1,050,000)	0
profit/(Loss) Before Taxes		(1,003,824)	289,765
Tax Expenses		Nil	Nil
profit/(Loss) After Taxes		(1,003,824)	289,765
Balance brought forward from last account		(9,388,634)	(9,678,399)
Balance Carried to Balance Sheet-Note-2		(10,392,458)	(9,388,634)
NOTES ON ACCOUNTS	16		

In terms of our report of even date
For Manoj Kumar Goyal
Chartered Accountants

For & On behalf of the Board of Directors
S. L. Agarwalla
Chairman

S. K. Agarwal
Director

M. L. Kansal
Director

M. K. Goyal

Proprietor

Place : Siliguri,

Dated: 16th July, 2012

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2012

	31 March,2012	31 March,2011
	Rs.	Rs.
A CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit/(Loss) before tax and extraordinary item but	46,176	289,765
Considering interest on fixed deposits and unsecured loans		
Adjustments for :		
Depreciation (Net)	182,925	191,696
Operating Profit before Working Capital Changes	229,101	481,461
Adjustments for :		
Trade and other receivables	1,589,581	415,547
Inventories	6,625	(5,600)
Trade payables	160,399	114,929
Other Current Liabilities	160,254	0
Cash generated from Operations	1,916,859	524,876
DirectTaxPaid	0	0
Cash Flow before Extra-ordinary items	2,145,960	1,006,337
Extra-ordinary items Preliminary and Public	(1,050,000)	
Issue & Related expenses and others	0	0
Net Cash from Operating activities	1,095,960	1,006,337
B CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets (Net)	(1,344,450)	(992,728)
Net Cash used in Investing activities	(1,344,450)	(992,728)
C CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from Government subsidy	0	0
Proceeds from short term borrowings - Loan (Net)	0	0
Dividends Paid	0	0
Net Cash used in financing activities	0	0
Net increase in cash and cash equivalents	(248,490)	13,609
Cash and cash equivalents (Opening Balance)	803,493	789,884
Cash and cash equivalents (Closing Balance)	555,003	803,493

(Figures in Brackets represent out flow of funds)

In terms of our report of even date
For Manoj Kumar Goyal
Chartered Accountants

For & On behalf of the Board of Directors
S. L. Agarwalla
Chairman

S. K. Agarwal
Director

M. L. Kansal
Director

M. K. Goyal

Proprietor

Place : Siliguri,

Dated: 16th July, 2012

NOTES TO BALANCE SHEET AND PROFIT & LOSS ACCOUNT

1.SHARE HOLDERS FUND

A capital structure Particulars	As at 31st March,2012		As at 31st March ,2011	
	No. of Shares	Rs.	No. of Shares	Rs.
a Authorised: Equity shares of Rs10 each	6,500,000	65,000,000	6,500,000	65,000,000
b Issued Equity shares of Rs10 each	6,330,000	63,300,000	6,330,000	63,300,000
c Subscribe and Fully paid up Equity shares of Rs10 each	6,153,400	61,534,000	6,153,400	61,534,000
d Subscribe but not fully paid up	176,600	441,500	176,600	441,500
TOTAL	6,330,000	61,975,500	6,330,000	61,975,500

B Share Capital Reconciliation	As at 31st March,2012		As at 31st March ,2011	
	No. of Shares	Rs.	No. of Shares	Rs.
Opening Balance	6,330,000	63,300,000	6,330,000	63,300,000
Closing Balance	6,330,000	63,300,000	6,330,000	63,300,000

Details of forfeited shares

particulars	As at 31st March,2012		As at 31st March ,2011	
	No. of Shares	Amount originally Paid up	No. of Shares	Amount originally Paid up
Equity shares with voting rights	176,600	441,500	176,600	441,500

C The company has one class of equity shares having par value of Rs.10/- per shares. Each holder of an equity share is entitle to one vote per share

In the event of liquidation of the Company,the holders of equity shares will be entitled to received remaining assets of the Company,after distribution of all perferential amounts. The distribution will be in propotion to the numberof shares held by the equity share holders

D Particulars of Equity Shareholders holding more than 5% Shares at Balance Sheet date

Name of Shareholders	As at 31st March,2012	As at 31 March,2011
Shareholding more than 5%	Nil	Nil

2 RESERVES AND SURPLUS

a) Surplus / (Deficit) in the Statement of Profit and Loss

Particulars	As at 31st March 2012	As at 31st March 2011
As per last Account	(9,388,632)	(9,678,399)
Add: Profit/(Loss) for the year	(1,003,824)	289,765
Closing Balance	(10,392,456)	(9,388,634)

3 TRADE PAYABLES

Goods & Services	702,939	542,540
	<u>702,939</u>	<u>542,540</u>

4 OTHER CURRENT LIABILITIES

a) Others

i) Tax ducted at sources payable	0	33,054
ii) Provident Fund	33,517	0
iii) For Expenses	<u>320,271</u>	<u>160,480</u>
	<u>353,788</u>	<u>193,534</u>

5. FIXED ASSETS

DESCRIPTION OF ASSETS	ORIGINAL COST				DEPRECIATION PROVISION			WRITTEN DOWN VALUE	
	As on 31.03.11 ₹	Addition during the year ₹	Adjustment Transfer/sale ₹	Total as on 31.03.2012 ₹	Upto 31.03.11 ₹	Made during the year ₹	Upto 31.03.2012 ₹	As on 31.03.2012 ₹	As on 31.03.2011 ₹
<u>Tangible Assets</u>									
<u>Land & Land Development</u>									
Plantation Land	8,068,347	Nil	Nil	8,068,347	Nil	Nil	Nil	8,068,347	8,068,347
Tea Plantation	34,321,407	1,300,000	Nil	35,621,407	Nil	Nil	Nil	35,621,407	34,321,407
Roads, bridges & culverts	2,717,633	Nil	Nil	2,717,633	726,645	66,499	793,144	1,924,489	1,990,988
<u>Plant & Machinery</u>									
a) Irrigation equipment	1,559,642	Nil	Nil	1,559,642	614,515	44,894	659,409	900,233	945,127
b) Plantation Machinery	703,357	44,450	Nil	747,807	408,546	14,003	422,549	325,257	294,811
Furniture & fitting	460,388	Nil	Nil	460,388	254,928	13,006	267,934	192,454	205,460
Office Equipments	118,374	Nil	Nil	118,374	64,061	3,438	67,499	50,875	54,313
Vehicles	1,756,833	Nil	Nil	1,756,833	1,443,158	29,799	1,472,957	283,876	313,675
Computer & accessories	217,066	Nil	Nil	217,066	147,443	11,286	158,729	58,338	69,623
TOTAL	49,923,047	1,344,450	Nil	51,267,497	3,659,296	182,925	3,842,221	47,425,276	46,263,751
previous year	48,930,319	992,728	Nil	49,923,047	3,467,600	191,696	3,659,296	46,263,751	45,462,719

	As at 31st March 2012	As at 31st March 2011
6 LONG TERM LOANS & ADVANCES		
a) Capital Advance		
Unsecured, Considered good	250,000	2,250,000
b) Security Deposits		
Unsecured, Considered good	270,110	275,110
c) Other Advances & Receivable:		
Unsecured, Considered good		
Skylark	500,000	500,000
Rebate receivable on electricity (cess)	175,200	175,200
Agricultural Income tax	30,883	30,883
P.F. Advance	150,000	100,000
	1,376,193	3,331,193
7 INVENTORIES		
Stores & Consumables	23,225	29,850
	23,225	29,850
8 TRADE RECEIVABLES		
Debts outstanding for a period exceeding six months from the date they are due		
Unsecured	2,258,256	2,241,307
Unsecured Doubtful	601,000	601,000
	2,859,256	2,842,307
Other Debts		
Unsecured	400,818	52,347
	400,818	52,347
	3,260,074	2,894,654
9 CASH & BANK BALANCE		
Cash and Cash equivalents		
Cash On Hand	530,856	768,173
Balance With Banks		
Current Accounts	24,147	35,320
	555,003	803,493

	As at 31st March, 12	As at 31st March, 11
10 REVENUE FROM OPERATIONS		
(A) Sales of Products	5,740,539	5,585,666
	<u>5,740,539</u>	<u>5,585,666</u>
11 COST OF MATERIALS CONSUMED		
Opening Stock of Stores	29,850	24,250
Add: Purchase	1,261,063	1,110,173
	<u>1,290,913</u>	<u>1,134,423</u>
Less: Closing Stock of stores	23,225	29,850
Consumption of Stores	<u>1,267,688</u>	<u>1,104,573</u>
12 PURCHASE OF TRADED PRODUCTS		
Green Leaf Purchase	850,907	551,400
	<u>850,907</u>	<u>551,400</u>
13 EMPLOYEE COSTS/ BENEFIT EXPENSES		
Salaries, Wages & Bonus	2,020,740	2,075,514
Contribution to Provident Fund & Other Funds	167,086	203,955
	<u>2,187,826</u>	<u>2,279,469</u>
14 OTHER EXPENSES		
Irrigation & garden exp.	214,264	466,466
Auditors Remuneration		
a) Audit Fees	10,000	10,000
b) Internal audit fees	9,000	9,000
Bank Charges	17,546	1,162
Conveyance Expenses	65,819	28,613
Discount Allowed	30,528	2,191
Carriage Outward Expenses	323,360	170,040
Donation & Subscription	10,478	3,474
Membership Fees	78,023	38,777
Printing & Stationery	166,339	162,319
Postage & Telegram	115,604	129,205
Office Expenses	19,931	34,443
Rent	18,000	24,000

Contd.	As at 31st March, 12	As at 31st March, 11
Repairs & Maintenance	0	3,880
Share Transfer Expenses	16,545	16,545
Telephone Expenses	44,179	35,018
Travelling Expenses	32,325	30,977
Vehicle maintenance	33,076	2,653
	<u>1,205,016</u>	<u>1,168,763</u>
15 EXTRAORDINARY ITEMS		
Providend Fund of		
Earlier Years paid	(1,050,000)	0
	<u>(1,050,000)</u>	<u>0</u>

NOTES TO BALANCE SHEET AND PROFIT & LOSS ACCOUNT (Contd.....)

16 NOTES ON ACCOUNTS

I) Significant Accounting Policies :

- A) The Company prepares its accounts on the basis of historical cost convention and income & expenditure are recognized on accrual basis in accordance with Generally Accepted Accounting principles for the preparation of its accounts and complies with accounting standards issued by the Institute of Chartered Accountants of India & relevant provisions of the Companies Act, 1956.

II) **Fixed Assets :**

- a) Fixed Assets are stated at cost acquisition inclusive of duties (net of Cenvat and Value added Tax credits), taxes, incidental expenses, erection / commissioning expenses etc. Up to the date the assets is put to use, less accumulated depreciation and impairment of losses, if any.
- b) The carrying amounts of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on external / internal factor.

III) Depreciation :

Depreciation of fixed assets is provided under the straight Line Method at the rates prescribed under Schedule XIV of the Companies Act, 1956 with the applicable shift allowance.

In respect of assets added / assets sold during the year, pro-rata depreciation has been provided at the rates prescribed under Schedule XIV.

IV) Revenue Recognition :

- a) Sales are recognised when goods are supplied and are recorded net of trade discount rebates.

V) Employee Benefit :

- a) The company has defined contribution plan for past employment benefit namely provident fund which are recognised by the Income Tax authorities this fund is administrated through trustees and the company's contributions there to are charged to revenue account every year.
- b) Provision for gratuity has not been made in the accounts.

VI) Valuation of inventory :

- a) Closing inventories comprising of Stores & Consumables are taken and valued by the Directors, as informed, at cost or net realisable value which ever is lower.

VII) Directors Remuneration - Rs. Nil (Previous year Nil)

VIII) Quantitative information of goods manufactured and traded as taken valued and certified by the Directors are as follows:

a) Licensed and Installed Capacities & Actual Production: (As certified by the Directors)

Class of goods	Unit	Licensed Capacity	Installed Capacity	Actual Production
Tea	Kg.	12 Lac (12 Lac)	12Lac (12Lac)	Nil (Nil)
Green Leaf	Kg	Not Applicable (Not Applicable)	Not Applicable (Not Applicable)	3,64,138 kgs. (3,25,920 kgs.)

b) Manufactured and other items details - Stock, Purchase, Consumption & Sales :

Class of Goods	Unit	Opening Stock		Purchase		Sale		Consumption		Closing Stock	
		Qty.	Rs.	Qty.	Rs.	Qty.	Rs.	Qty.	Rs.	Qty.	Rs.
Green Leaf	Kg.	Nil	Nil	52912	850907	417050	5732048	Nil	Nil	Nil	Nil
	Kg.	Nil	Nil	(40399)	(551400)	(366319)	(5585647)	Nil	Nil	Nil	Nil

c) Store & consumbles consumed Rs. 12,67,688 (Previous year Rs. 11,04,573/-) Due to variety of items involved and their specifications, the Company has not been able to provide the quantitative details itemwise.

IX. There was no Foreign Currency transaction during the year.

X. Unexecuted Capital Commitments could not be ascertained (Previous year - same).

XI. Interim Financial Reporting :

The company has elected to publish quarterly financial results which were subject to limited review by the statutory auditors.

XII. Sundry Debtors, Sundry Creditors and Sundry Advance balance are subject to Confirmation by the parties.

XIII. No provision for taxation has been made in the accounts in view of carried forward losses from previous years.

XIV. The company does not have any outstanding liability exceeding a sum of Rupees one lakh for the period of more than 30 days in respect of small scale undertakings.

XV. Earning per share the basic and diluted :-

	<u>2011-2012</u>	<u>2010-2011</u>
Net Profit (Loss) for the Period :	(1003824)	2,89,765
Less preference dividend (inclusive of taxes)	Nil	Nil
Net Profit (Loss) available for equity shareholders(a)	(1003824)	2,89,765
weighted average No. equity shareholders(b)	63,30,000	63,30,000
Basic and Evaluated earning per share(a/b)	Nil	.05
Nominal value of Share	₹ 10	₹ 10

SCHEDULED TO BALANCE SHEET AND PROFIT & LOSS ACCOUNT (Contd.....)

NOTES ON ACCOUNTS (Contd.....)

XVI. Deffered Tax :

The company has unabsorbed depreciation & carried forward losses available for set off under the Income Tax Act. 1961. However in view of present uncertainty regarding generation of sufficient future taxable income, Net Deffered Tax at the year end including related undeffered tax for the year has not been recognised in the account on prudent basis.

XVII. The figures in bracket represent the previous year figure unless otherwise stated.

XVIII. Segment information :

The Company is only business during the year is Green leaf growing & selling, hence disclosure of segment wise information is not applicable under AS 17 'segment information (AS 17)". There is no geographical segment to be reported.

XIX. The figures have been regrouped and rearranged wherever found necessary and all figures are rounded off to the nearest rupee.

In terms of our report of even date
For Manoj Kumar Goyal
Chartered Accountants

For & On behalf of the Board of Directors
S. L. Agarwalla
Chairman

S. K. Agarwal
Director

M. L. Kansal
Director

M. K. Goyal
Proprietor

Place : Siliguri,
Dated: 16th July, 2012

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BANSISONS TEA INDUSTRIES LIMITED
REGD. OFFICE

33, M. G. ROAD, SILIGURI (WEST BENGAL) PIN: 734 005

FORM OF PROXY

FOLIO NO./ * CLIENT ID :

No. of Sharehold

I/We.....
of.....
being a member/members of the above named Company, hereby appoint..
.....of.....
.....or
failing him/her.....
of

as my / our Proxy to attend and vote for me/ us and on my /our behalf at the 25th Annual General Meeting of the Company to be held on 29th, September, Saturday 2012 at Hotel Embassy Hall, G.M. Road, Post - Siliguri (West Bengal) and at any adjournment thereof.

At witness my hand /our hands thisday of2012

Signed by the said.....

Affix
Revenue
Stamp
Re. 1/-

Note: *The Proxy form duly completed must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a member of the Company.*



ATTENDANCE SLIP

(Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.)

FOLIO NO/DP ID.....

* Client ID.....

No. of Share(s) held:.....

I/we hereby record my/our presence at the 25th ANNUAL GENERAL MEETING of BANSISONS TEA INDUSTRIES LTD. being held on September 29th, 2012 at Hotel Embassy , G.M. Road, Sevoke Road, Siliguri (West Bengal).

Signature of Shareholder(s) or Proxy.....

* Applicable for investors holding Shares in Electronic Form

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BANSIONS TEAINDUSTRIES LIMITED
33, M.G. Road
Siliguri (West Bengal)
Pin - 734005