



ASIAN TEA & EXPORTS LTD.

ISO 9001:2008 COMPANY • HACCP CERTIFIED UNIT • GOVERNMENT RECOGNISED EXPORT HOUSE

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E-mail : info@asianteaexports.com, Website : www.asianteaexports.com

16th September, 2017

To,

Bombay Stock Exchange Limited Phiroze Jeejebhoy Towers Dalal Street, 25th Floor Mumbai- 400001 Script Code: 519532	Calcutta Stock Exchange Association Limited 7, Lyons Range Kolkata – 700001
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Dear Sirs,

Sub: Submission of Annual Report for the Financial Year 2016-17 under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We herewith enclose the Annual Report for the Financial Year 2016-17 under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

This is for your information and record.

Thanking You,

Yours Sincerely,
For Asian Tea & Exports Ltd

For & on behalf of
Asian Tea & Exports Ltd

Rashi Nagori
Secretary

Rashi Nagori
Company Secretary



ISO 9001:2008



5 times recipient of FIEO Export Award



31st
Annual Report
2016-2017

A glass teapot and a glass teacup filled with dark tea, sitting on a bamboo mat. The teapot is in the foreground, and the teacup is slightly behind it to the left. The background is a blurred view of a tea plantation.

ASIAN TEA & EXPORTS LIMITED



This Annual Report is available online at www.asianteaexports.com

Across the pages

01-35

STATUTORY REPORTS

Corporate Information	1
Notice	2-7
Directors' Report	8-23
Report on Corporate Governance	24-35

36-61

FINANCIAL STATEMENTS

Independent Auditors' Report	36-41
Balance Sheet	42
Statement of Profit & Loss	43
Cash Flow Statement	44-45
Notes on Financial Statements	46-61

63-92

CONSOLIDATED

Independent Auditors' Report	63-67
Balance Sheet	68
Statement of Profit & Loss	69
Cash Flow Statement	70-71
Notes on Financial Statements	72-91
Form AOC - 1	92

CORPORATE INFORMATION

BOARD OF DIRECTORS	: Shri H.R.Garg, Managing Director Shri Sunil Garg, Chairman Shri C.S.Surana Shri Manash Kumar Banerjee Smt. Rama Garg Shri Sushil Kr. Nevatia
COMPANY SECRETARY	: Miss Rashi Nagori
CHIEF FINANCIAL OFFICER	: Sri Rajesh Garg
AUDITORS'	: Agarwal Kejriwal & Co. <i>Chartered Accountants</i> 1, Ganesh Chandra Avenue, Kolkata - 700 013
BANKERS'	: State Bank of India
REGISTERED OFFICE	: "Sikkim Commerce House" 5th Floor, 4/1, Middleton Street Kolkata - 700071
ISIN	: INE822B01017
WEBSITE	: www.asianteaexports.com
E-MAIL	: info@asianteaexports.com
REGISTRAR & TRANSFER AGENT	: S. K. Infosolutions Pvt Ltd. 34/1A, Sudhir Chatterjee Street, Kolkata - 700 006

Notice

NOTICE is hereby given that the Thirty-First Annual General Meeting of the members of Asian Tea & Exports Limited will be held on Saturday, the 16th September, 2017 at 10.00 A.M at H4/93A, B.B.T.Road, New Chakmir, Maheshtalla, Kolkata-700 141 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit & Loss for the year ended on that date and the Report of the Directors and Auditors' thereon.
2. To appoint a Director in place of Shri. Sunil Garg (DIN: 00216155) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT M/s. Kaushal Surana & CO, Chartered Accountants (Registration No. 329248E), be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the 31st Annual General Meeting until the conclusion of the 36th Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors in consultation with the said Auditor and also subject to ratification on every Annual General Meeting."

SPECIAL BUSINESS

4. To consider and if thought to pass with or without following modification of the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT Shri Ram Narayan Bansal (DIN:00708983), who is appointed as an Additional Director of the company by the Board of Directors w.e.f. 10th August 2017 in terms of Section 161(1) of the Companies Act, 2013 and whose term of the office expires at the annual general meeting and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company pursuant to the provisions of Section 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including and statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, who shall office from the date of this Annual General Meeting till the conclusion of 36th Annual General Meeting and whose office shall not, henceforth, be liable to determination by retirement of Directors by rotation."
5. To approve continuation of employment of Mr. Hariram Garg, Managing Director.
To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:
"RESOLVED THAT in accordance with the provisions of Section 196,197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Company be and is hereby accorded for the continuation of employment of Mr. Hariram Garg (DIN: 00216053), Who has attained the age of seventy years on 29th October 2016, as a Managing Director of the Company for the period of 5 years w.e.f 16th September 2017 on the terms and conditions including remuneration as set out in the explanatory statement annexed hereto and also the draft agreement submitted to this meeting, with liberty to the Board of Directors to alter, vary, modify the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Shri Hariram Garg, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013or any statutory modification(s) or re-enactment thereof."

Notice (Contd.)

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing a proxy should however be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday the 10th September, 2017 to Saturday 16th September, 2017 (both days inclusive).
3. Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting (in pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Name of the Director	Shri Sunil Garg
Date of Birth	10.04.1968
Date of Appointment	16.12.1999
Expertise in specific functional area	Expertise in Finance
Qualification	B.Com
Outside Directorship held	15
Chairman/Member of the Committee of the Board of Directors of the Company	Yes
No. of shares	634998

Name of the Director	Shri Ram Narayan Bansal
Date of Birth	19.10.1939
Date of Appointment	10.08.2017
Expertise in specific functional area	Expertise in Heavy Machinery
Qualification	10
Outside Directorship held	7
Chairman/Member of the Committee of the Board of Directors of the Company	Nil
No. of shares	Nil

4. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Registrar & Transfer Agent or to the Company at its registered Office quoting reference of their folio numbers or their Client ID number with DP-ID number, as the case may be.
5. Electronic copy of the Notice of the 31st Annual General Meeting of the company inter alia indicating the process and manner of e-voting along with Attendance Slip and proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copies of the Notice indicating the process and manner of e-voting along with Attendance Slip and proxy form is being sent in the permitted mode. Members who have not yet registered their email ID or holding shares in physical form are requested to register their email ID with their DP and/or RTA.
6. **Voting through electronic means**
 1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 (1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

Notice (Contd.)

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 13th September, 2017 (9:00 am) and ends on 15th September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 9th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "ASIAN TEA & EXPORTS LTD".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to manojshaw2003@gmail.com with a copy marked to evoting@nSDL.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

Notice (Contd.)

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 9th September, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 9th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Manoj Prasad Shaw, Practicing Company Secretary (Membership No. FCS 5517 has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.asianteaexports.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

ITEM NO.4

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, Mr. Ram Narayan Bansal as an Additional Director of the Company w.e.f. 10th August, 2017.

In terms of the provisions of Section 161(1) of the Act, Mr. Ram Narayan Bansal would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under

Notice (Contd.)

Section 160 of the Act proposing the candidature of Mr. Ram Narayan Bansal for the office of Director of the Company.

Accordingly in compliance to Section 149,150,151, Schedule IV and any other applicable provisions of the Companies Act, 2013, Mr. Ram Narayan Bansal being eligible and offering himself for appointment, is proposed to be appointed as an independent Director of the Company who shall hold office from the of this Annual General Meeting till 36th Annual General Meeting.

In the opinion of the Board, Mr. Ram Narayan Bansal fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his vast experience and knowledge would be immense benefit to the Company and it is desirable to appointment Mr. Ram Narayan Bansal as an Independent Director for the approval of the Shareholders of the Company.

Except Mr. Ram Narayan Bansal 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 at Item No.4.

ITEM NO.5

The Directors of the Company at its Meeting of the Board of Directors approved and ratified subject to the approval of the members of the company, the re-appointment of Shri H.R.Garg as managing Director of the Company for a period of 5 years effective from the 16th September, 2017 on the following terms and conditions and in the manner and to the extent as set out in the draft agreement referred to in the resolution at ITEM NO. 4 of the notice.

A. Remuneration.

- a) SALARY/SCALE: In the scale of Rs. 1,25,000 – 5000 – 1,50,000 to be fixed by the Board of Directors from time to time.
- b) GRATUITY: Not exceeding 1/2 months' salary for each completed year of service.
- c) PERQUISITES:

Part-A

1. Medical Reimbursement: Reimbursement of actual medical expenses in India and/or abroad including hospitalization, nursing home and Surgical charges for himself and family.
2. Leave Travel: For the managing Director and his family once in a year in respect of family and himself.
3. Leave: One month's paid leave for eleven months' service.
4. Club Fees: Subject to a maximum of two clubs. This will not include admission and life membership fee.
5. Personal Accident Policy: Premium not to exceed Rs. 12,500/- per annum.

Part-B

Contribution to Provident Fund, Superannuation Fund or Annuity Fund is not to be included in the computation of ceiling on perquisites to the extent these either singly or together are not taxable under the income Tax Act,1961.

Part-C

Provision of car with driver for use in Company's business and telephone at residence will not be considered as perquisites. However, personal long distance calls and use of car for private purpose will be billed by the Company to the Managing Director

In the absence or inadequacy of profit during the period Shri H.R.Garg shall be paid the above remuneration as minimum remuneration subject to the limit prescribed under section II, Part II of Schedule V to the Companies Act 2013.

The draft agreement referred to the above resolution will be available for inspection to any member at the registered office of the Company between 11.00 A.M. to 1.00 P.M. on any working day and also at the Annual General Meeting. Shri H.R.Garg being promoter Director of the company has made substantial progress due to his efforts. The

Notice *(Contd.)*

remuneration proposed to Shri H.R.Garg is justified having regard to the nature of service required from him and the responsibility which he is called upon to bear as Managing Director of the company. The Board recommends acceptance of the Resolution.

In addition to Shri H.R.Garg, Shri Sunil Garg being his relative may also be deemed to be interested Director in the proposed Resolution.

The above may be regarded as an abstract of the terms of appointment and memorandum of concern or interest pursuant to Section 190 of the Companies Act, 2013.

Place : Kolkata
Date : 10th August, 2017

By Order of the Board

Rashi Nagori
Company Secretary

Director's Report

Dear Shareholders,

Your Directors are pleased to present the Thirty First Annual Report and the audited accounts for the year ended 31st March, 2017. (₹)

FINANCIAL RESULTS	Financial Year 2016-17	Financial Year 2015-16
Revenue from operation including other income	2052.71	3064.30
Profit before depreciation, interest and provision for exceptional items	84.29	88.90
Less: Financial charges	54.68	60.24
Less: Depreciation	4.52	7.31
Operating Profit before Exceptional Items	25.09	21.36
Add: profit on sale of land & structures	–	–
Profit Before Taxation	25.10	21.36
Less: Provision for Tax- Current Tax	7.50	4.60
Deferred Tax	1.11	0.06
Profit After Taxation	16.48	16.70
Balance as per Balance Sheet	866.36	849.89

REVIEW OF OPERATIONS

During the year under review the company has recorded a turnover of ₹ 2011.89 Lacs as compared to ₹ 2940.74 Lacs in the Previous Year. The Company has recorded a net profit to the tune of ₹ 16.48 lacs as compared to ₹ 16.70 lacs in the previous year.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

During the period under review the company has not carried out any manufacturing activities, hence the disclosures required under the provisions of Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 with regard to energy and technology absorption are not applicable to the company.

FOREIGN EXCHANGE EARNINGS AND OUTGO

Sl.	Particulars	2016-17	2015-16
1	Activities relating to export taken to increase exports	Procured orders from new buyers	Procured orders from new buyers
2	Total Foreign Exchange Earnings (₹ In Lac)	105.59	354.04
3	Used (₹ In Lacs)	83.35	121.72

Note : Total Foreign exchange earnings during the year were of USD 0.14 Millions.

CORPORATE SOCIAL RESPONSIBILITY

Even though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the company yet the Company has been over the years pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and

Director's Report *(Contd.)*

aspirations of the community with those of the Company itself in an environment of partnership for inclusive development.

BUSINESS RISK MANAGEMENT

The company has been following the principle of risk minimization since very long, thus required modification has been done as per Companies Act, 2013.

Therefore, in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for developing, implementing and monitoring the risk management policy for the company.

The policy consists of identification of risk elements which may threaten the company such as Business risk, financial risk, fidelity risk, legal risk and many more and thus establishes a pro-active approach in structuring Risk Management policy so as to guide decision on risk related issues.

INTERNAL CONTROL AND THEIR ADEQUACY

The Internal control of the company lies with the Senior Management & Internal auditor who checks and verifies the internal control and monitors them in accordance with policy adopted by the company. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements.

WHISTLE BLOWER POLICY

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, includes an Ethics & Compliance Task Force comprising senior executives of the Company. In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior of the company has adopted a vigil mechanism policy. This policy can be accessed on the Company's Website at the link: <http://www.asianteaexports.com/whistle-blower-policy.pdf>.

DIRECTORS & COMMITTEES

As per provisions of Section 152 of the Companies Act, 2013, Mr. Sunil Garg (DIN 00216155) retires by rotation and being eligible offers himself for reappointment.

Mr. Hariram Garg was appointed as Managing Director by the members to hold the office up to 13th April 2019 have attained the age of seventy years on October 29, 2016 and hence continuation of his employment as Managing Director requires the approval of members by a special resolution. He has been looking after day to day affairs of the company and is helping in various ways to improve its performance. Keeping in view the qualification and vast experience of Mr. Garg, the Board as recommended by the Nomination & Remuneration Committee proposes continuation of his employment as Managing Director of the Company.

Approval of members is sought for the above Resolution.

The independent directors have submitted the declaration of independence as required under Section 149 of the Companies Act, 2013 and the Board is of the opinion that they are independent within the meaning of the said requirement of the Act.

During the year under review Mr. Anand Kumar Jha has resigned from the post of Company Secretary due to personal reasons with effect from 18th November 2016 and Ms. Rashi Nagori has been appointed as the Company Secretary with effect from 18th November 2016. There was no other change in the Key Managerial Personnel of the Company.

BOARD EVALUATION

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements)

Director's Report *(Contd.)*

Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder Committee. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

MEETINGS

During the year five Board Meetings and three meeting of independent directors' were held. The details of which are given in Corporate Governance Report. The Provisions of Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were adhered to while considering the time gap between meetings.

AUDIT COMMITTEE

The company is having an audit committee comprising of the following directors:

Name	Status	Category
Shri C. S. Surana	Chairman	Non-Executive & Independent Director
Shri Sunil Garg	Member	Executive Director
Shri Sushil Kr. Nevatia	Member	Non-Executive & Independent Director

NOMINATION AND REMUNERATION COMMITTEE

Name	Status	Category
Shri C. S. Surana	Chairman	Non-Executive & Independent Director
Shri Manash Kumar Banerjee	Member	Non-Executive & Independent Director
Shri Sushil Kr. Nevatia	Member	Non-Executive & Independent Director

STAKEHOLDERS RELATIONSHIP COMMITTEE

Name	Status	Category
Shri Sushil Kr. Nevatia	Chairman	Non-Executive & Independent Director
Shri Sunil Garg	Member	Executive Director
Shri Hariram Garg	Member	Executive Director

SHARE TRANSFER & INVESTOR GRIEVANCE COMMITTEE

Name	Status	Category
Shri Sushil Kr. Nevatia	Chairman	Non-Executive & Independent Director
Shri Sunil Garg	Member	Executive Director
Shri Hariram Garg	Member	Executive Director

DIRECTORS' RESPONSIBILITY STATEMENT

As required under section 134(1) (c) of the Companies Act, 2013, your Directors confirm that:

- In preparation of the Annual Accounts, for the year ended 31st March 2017, the applicable Accounting Standards have been followed and that there are no material departures.
- The Directors have, in the selection of Accounting Policies, consulted the statutory Auditor and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true

Director's Report *(Contd.)*

and fair view of the state of affairs of the Company as on 31st March 2017 and of the Profit and Loss for the financial year ended 31st March, 2017.

3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013, for safeguarding the assets of the Company and for detecting fraud and irregularities.
4. The Directors have prepared the Annual Accounts on Going Concern basis.
5. Proper Internal financial controls were in place and that the financial controls were adequate and were operating effectively.
6. Systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

RELATED PARTY TRANSACTIONS

All material related party transactions that were entered into during the financial year were on an arm's length and were in the ordinary course of business. All Related Party Transactions are placed before the Audit Committee as also the Board for approval.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS & SECURITIES

Particulars of loans, investments, guarantees & securities are provided in the standalone financial statements (Please refer to Note 11, 13, & 17).

AUDITORS

Statutory Auditors

The auditor M/S Agarwal Kejriwal & Co, (Firm Registration No. 31612E), Chartered Accountants, Statutory Auditor of the company is retiring at the conclusion of the ensuing Annual General Meeting of the Company in terms of the provisions of the Companies Act, 2013. M/S Agarwal Kejriwal has submitted its resignation from the conclusion of the ensuing Annual General Meeting, which we recommend. There are no adverse remarks or qualifications in their reports.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed Anjan Kumar Roy & Co. (CP No.: 4557, FCS 5684), Company Secretaries to undertake the secretarial audit of the company. During the Financial Year in review, the form MGT-14 was not being filed in time. There was a change in management and hence it was missed out. However, subsequently the same will be filed. The Secretarial Audit Report is annexed herewith.

Internal Auditors

M/s Dava and Associates, Chartered Accountants performs the duties of internal auditors of the company and their report is reviewed by the audit committee & Board of Directors from time to time.

CORPORATE GOVERNANCE

In terms of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, reports on Corporate Governance together with the Auditors Certificate regarding the compliance of conditions of corporate governance are annexed.

Director's Report (Contd.)

PARTICULARS OF EMPLOYEE

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as follows:

The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

- a) Employed throughout the year Nil
 b) Employed for part of the year 1

Details Pertaining to Remuneration as required U/S 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sl. No	Name of the Director/ KMP	Remuneration of Director/KMP for FY 2016-17 (₹ in Lacs)	% increase in Remuneration in FY 2016-17	Ratio of remuneration of each director/ to the median remuneration of employees	Comparison of the remuneration of the KMP against the performance of the company
1	Hariram Garg, Managing Director	15.00	-	8.43	Profit after tax decreased by 1.31 % in FY 2016-17.
2	Rajesh Garg, Chief Financial Officer	2.10	9.37	1.18	
3	Anand Kumar Jha, Company Secretary	2.60	-	1.46	
4	Rashi Nagori, Company Secretary	1.1	-	0.61	

- (i) The median remuneration of employees of the company during the financial year was Rs.1.78 Lacs.
 (ii) There were 7 employees on the rolls of the company as on 31.03.2017.

The remuneration paid to all Key Managerial personnel was in accordance with remuneration policy adopted by the company.

The remuneration paid to all Key Managerial personnel was in accordance with remuneration policy adopted by the company.

STOCK EXCHANGE

The Company's securities are listed at The Calcutta Stock Exchange Limited and BSE Ltd. Annual listing fees for the FY 2016-17 has been paid to them.

APPRECIATION

Your Directors place on record their deep appreciation for the continued assistance, support and co-operation extended to the Company by the Banks, Government departments, other agencies and employees at all levels.

Your Directors thank you, our esteemed shareholders, for your continued support.

For and on behalf of the Board

Place : Kolkata
 Date : 30th May, 2017

Sunil Garg
 Chairman

Annexure to the Director's Report

Form No. MGT - 9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L24219WB1987PLC041876
- ii) Registration Date : 11th February, 1987
- iii) Name of the Company : ASIAN TEA & EXPORTS LIMITED
- iv) Category / Sub-Category of the Company : Public Company / Limited by shares
- v) Address of the Registered office and contact details : 4/1, Middleton Street, Sikkim Commerce House
5Th Floor, Kolkata-700 071
Phone : 033 40063601/033 40063602
E-mail : anand@asianteaexports.com
Website : www.asianteaexports.com
- vi) Whether listed company : Yes
a) BOMBAY STOCK EXCHANGE LTD
b) CALCUTTA STOCK EXCHANGE
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : S. K. Infosolutions Pvt. Ltd
34/1A Sudhir Chatterjee Street
Kolkata - 700006
Phone : 033 22194815/22196797
E-mai : skcdilip@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company are given below :-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Sale of Tea	99611272	41.02%
2	Sale of Fabrics	99611319	21.71%
3	Sale of Iron & Steel Products	99611925	31.95%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the company	CIN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	Kesavatsapur Tea Company Private Limited	U01132AS1999PTC005919	Associate	40.79	2(6)
2	Asian Tea Company Private Limited	U15549WB2011PTC161819	Associate	40.43	2(6)
3	Hurdeodass Company Private Limited	U51909WB1932PTC007337	Associate	25.88	2(6)
4	Indong Tea Company Private Limited	U01122WB1990PTC050506	Associate	32.07	2(6)
5	Greenol Laboratories Private Limited	U33125WB1987PTC041872	Subsidiary	100	2(87)(ii)
6	Sarita Nupur Vyapaar Private Limited	U51909WB2004PTC100218	Subsidiary	100	2(87)(ii)

Annexure to the Director's Report (Contd.)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter's									
(1) Indian									
a) Individual/ HUF	28,09,046	-	28,09,046	28.09	28,24,043	-	28,24,043	28.24	0.15
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	37,09,972	-	37,09,972	37.10	37,15,146	-	37,15,146	37.15	0.05
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	65,19,018	-	65,19,018	65.19	65,39,189	-	65,39,189	65.39	0.20
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A) (1)+(A)2	65,19,018	-	65,19,018	65.19	65,39,189	-	65,39,189	65.39	0.20
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	-	14,500	14,500	0.15	-	14,500	14,500	0.15	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	14,500	14,500	0.15	-	14,500	14,500	0.15	-
2. Non- Institutions									
a) Bodies Corp.									
i) Indian	6,76,752	15,800	6,92,552	6.93	6,04,212	15,900	6,20,112	6.20	(0.72)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	15,25,943	9,10,211	24,36,154	24.36	13,61,369	9,03,693	22,65,062	22.65	(1.71)

Annexure to the Director's Report (Contd.)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2,29,648	-	2,29,648	2.30	4,57,745	-	4,57,745	4.58	2.28
c) Others (specify)	-	-	-	-	-	-	-	-	-
1. NRI/OCB	1,08,128	-	1,08,128	1.08	1,03,392	-	1,03,392	1.03	(0.05)
2. Clearing Member	-	-	-	-	-	-	-	-	-
3. Trust	-	-	-	-	-	-	-	-	-
4. Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	25,40,471	9,26,011	34,66,482	34.66	25,26,718	9,19,593	34,46,311	34.46	(0.20)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	25,40,471	9,40,511	34,80,982	34.81	25,26,718	9,34,093	34,60,811	34.61	(0.20)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	90,59,489	9,40,511	1,00,00,000	100.00	90,65,907	9,34,093	1,00,00,000	100.00	-

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	SUNIL GARG	6,34,998	6.35	Nil	6,34,998	6.35	Nil	Nil
2	HARI RAM GARG	8,04,290	8.04	Nil	7,94,287	7.94	Nil	(0.1)
3	RAMA GARG	1,75,000	1.75	Nil	1,75,000	1.75	Nil	Nil
4	RAJESH GARG	3,20,000	3.20	Nil	3,20,000	3.20	Nil	Nil
5	SITA GARG	5,21,972	5.22	Nil	5,21,972	5.22	Nil	Nil
6	NISHA GARG	3,00,100	3.00	Nil	3,00,100	3.00	Nil	Nil
7	CHHATAR SINGH SURANA	4524	0.05	Nil	4524	0.05	Nil	Nil
8	HARI RAM SUNIL KUMAR (H.U.F)	4161	0.04	Nil	14161	0.14	Nil	0.1
9	HARI RAM GARG & OTHERS (H.U.F)	7335	0.07	Nil	12335	0.12	Nil	0.05
10	HARI RAM RAJESH KUMAR (H.U.F)	22,652	0.23	Nil	32,652	0.33	Nil	0.1
11	SUNIL GARG & SONS (H.U.F)	14,014	0.14	Nil	14,014	0.14	Nil	Nil
12	ASAIN CAPITAL MARKET LTD.	16,26,659	16.27	Nil	16,31,833	16.32	Nil	0.05
13	KANCHAN WOOD PRODUCTS	5,93,401	5.93	Nil	5,93,401	5.93	Nil	Nil
14	MAHARAJA BARTER PVT. LTD	2,59,000	2.59	Nil	2,59,000	2.59	Nil	Nil
15	GREENEX CHEMICALS PVT. LTD	6,58,480	6.58	Nil	6,58,480	6.58	Nil	Nil
16	ASIAN HOUSING & INFRASTRUCTURE PVT. LTD	2,88,980	2.89	Nil	2,88,980	2.89	Nil	Nil
17	CARAVAN VINIMAY PVT. LTD	2,83,452	2.83	Nil	2,83,452	2.83	Nil	Nil
	Total	65,19,018	65.19		65,39,189	65.39		0.20

Annexure to the Director's Report (Contd.)**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Hari Ram Garg				
	At the beginning of the year	8,04,290	8.04	7,94,287	7.94
	Increase / (Decrease) in Promoters Share holding during the year.	Decrease in no. of shares - 10003			
	At the end of the year	7,94,287	7.94		
2	Hari Ram Rajesh Kumar (HUF)				
	At the beginning of the year	22,652	0.23	32,652	0.33
	Increase / (Decrease) in Promoters Share holding during the year.	Increase in no. of shares - 10000			
	At the end of the year	32,652	0.33		
3	Hariram Garg & Others (HUF)				
	At the beginning of the year	7,335	0.07	12,335	0.12
	Increase / (Decrease) in Promoters Share holding during the year.	Increase in no. of shares - 5000			
	At the end of the year	12,335	0.12		
4	Hariram Sunil Kumar (HUF)				
	At the beginning of the year	4,161	0.04	14,161	0.14
	Increase / (Decrease) in Promoters Share holding during the year.	Increase in no. of shares - 10000			
	At the end of the year	14,161	0.14		
5	Asian Capital Markets Limited				
	At the beginning of the year	16,26,659	16.27	16,31,833	16.32
	Increase / (Decrease) in Promoters Share holding during the year.	Increase in no. of shares - 5174			
	At the end of the year	16,31,833	16.32		

Annexure to the Director's Report (Contd.)

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

Sl. No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	% of total shares of the company
			No. of shares	% of total shares of the company	No. of shares	
1.	Pathik Agencies Limited					
	a)	At the beginning of the year	1,54,716	1.55		
	b)	Changes during the year			No changes during the year	
	c)	At the end of the year			1,54,716	1.55
2.	Adyamaa Tracom Pvt. Ltd.					
	a)	At the beginning of the year	76,110	0.76		
	b)	Changes during the year			No changes during the year	
	c)	At the end of the year			76,110	0.76
3.	Chirag Singal					
	a)	At the beginning of the year	1,00,000	1.00		
	b)	Changes during the year			No changes during the year	
	c)	At the end of the year			1,00,000	1.00
4.	Deluxe Dealcomm Private Limited					
	a)	At the beginning of the year	90,000	0.90		
	b)	Changes during the year			No changes during the year	
	c)	At the end of the year			90,000	0.90
5.	Hooghly Ispat Limited					
	a)	At the beginning of the year	90,000	0.90		
	b)	Changes during the year			No changes during the year	
	c)	At the end of the year			90,000	0.90
6.	Mohan Tradecom Co. Pvt Ltd.					
	a)	At the beginning of the year	94,629	0.95		
	b)	Changes during the year			Sell - 21,892	
	c)	At the end of the year			72,737	0.73
7.	Shekhar Savadekar					
	a)	At the beginning of the year	46,600	0.47		
	b)	Changes during the year			No changes during the year	
	c)	At the end of the year			46,600	0.47
8.	Shekhar Shashikumar Savadekar					
	a)	At the beginning of the year	44,000	0.44		
	b)	Changes during the year			No changes during the year	
	c)	At the end of the year			44,000	0.44
9.	Mohan Kumar Kedia					
	a)	At the beginning of the year	36,548	0.37		
	b)	Changes during the year			No changes during the year	
	c)	At the end of the year			36,548	0.37

Annexure to the Director's Report (Contd.)

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	% of total shares of the company
		No. of shares	% of total shares of the company	No. of shares	
10.	Archana Bubna				
	a) At the beginning of the year	32,000	0.32		
	b) Changes during the year			Sell - 17000	
	c) At the end of the year			15,000	0.15

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Shri Hariram Garg	8,04,290	8.04	7,94,287	7.94
2.	Shri Sunil Garg	6,34,998	6.35	6,34,998	6.35
3.	Shri Chhatar Singh Surana	4,524	0.05	4,524	0.05
4.	Shri Sushil Kumar Nevatia	-	-	-	-
5.	Shri Anand Kumar Jha	-	-	-	-
6.	Shri Manash Kumar Banerjee	-	-	-	-
7.	Smt. Rama Garg	1,75,000	1.75	1,75,000	1.75
8.	Shri Rajesh Garg	3,20,000	3.20	3,20,000	3.20
9.	Miss Rashi Nagori	-	-	-	-

V. INDEBTEDNESS**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year i. e. on 01.04.2016				
i) Principal Amount	1,25,05,202	-	-	1,25,05,202
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	1,25,05,202	-	-	1,25,05,202
Change in Indebtedness during the financial year				
Addition	1,30,29,900	-	-	1,30,29,900
Reduction	-	-	-	-
Net Change	1,30,29,900	-	-	1,30,29,900
Indebtedness at the end of the Financial Year i. e. on 31.03.2017				
i) Principal Amount	2,55,35,102	-	-	2,55,35,102
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	2,55,35,102	-	-	2,55,35,102

Annexure to the Director's Report (Contd.)

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(All figures in Rs.)

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

Sl. No.	Particulars of Remuneration	Name of The Managing Director	Total Amount
		Shri Hariram Garg	
1.	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961		15,00,000
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961		Nil
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		Nil
2.	Stock Option		Nil
3.	Sweat Equity		Nil
4.	Commission @		
	- as % of Profit		Nil
	- Others, Specify		Nil
5.	Others, please specify - Board Meeting Fees		Nil
	Total (A)		15,00,000

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Director	Total Amount
	Independent Directors : Please refer to Corporate Governance Report for details		
	Fee for attending Board/Committee meetings		15,000
	Commission		Nil
	Others, please specify		Nil
	Total (1)		15,000
	Other Non-Executive Directors : Please refer to Corporate Governance Report for details		Nil
	Fee for attending Board/Committee meetings		
	Commission		Nil
	Others, please specify		Nil
	TOTAL (2)		Nil
	Total (B) = (1 + 2)		15,000
	Total Managerial Remuneration		15,15,000

Overall ceiling applicable as per Schedule –V (Part-I, Section-II) of the Companies Act, 2013.

Annexure to the Director's Report (Contd.)**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Shri Rajesh Garg CFO	Shri Anand Kumar Jha, Company Secretary	Miss Rashi Nagori Company Secretary	
1.	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	2,04,000	2,70,750	1,10,000	5,84,750
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-		-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-		-	-
2.	Stock Option	-		-	-
3.	Sweat Equity	-		-	-
4.	Commission				-
	- as % of profit	-		-	-
	- others, specify - P.F.	-		-	-
5.	Others, please specify – P. F.	-		-	-
	Total (A)	2,04,000	2,70,750	1,10,000	5,84,750

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority RD/NCLT/ COURT	Appeal made, if any (give details)
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A. Company

Penalty			NIL		
Punishment			NIL		
Compounding			NIL		

B. Directors

Penalty			NIL		
Punishment			NIL		
Compounding			NIL		

C. Other Officers In Default

Penalty			NIL		
Punishment			NIL		
Compounding			NIL		

Annexure to the Director's Report (Contd.)

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31st March, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
M/s. Asian Tea & Exports Limited
Sikkim Commerce House,
4/1, Middleton Street, Kolkata - 700 071

1. We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Asian Tea & Exports Limited (hereinafter called 'the Company') during the financial year ended 31st March, 2017. Secretarial Audit was conducted on test check basis, in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.
2. On the basis of aforesaid verification of the secretarial compliance and on the basis of secretarial audit of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, as shown to us during the said audit and also based on the information provided by the Company, its officers, agents and authorized representatives during the conduct of the aforesaid secretarial audit and relying on the representations made by the Company and its officers, we hereby report that in our opinion and to the best of our understanding, the Company has, during the audit period covering the financial year ended on 31st March, 2017, complied with the statutory provisions listed hereunder and the Company also has adequate Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:
3. We further report that compliance with applicable laws is the responsibility of the Company and our report constitutes an independent opinion. Our report is neither an assurance for future viability of the Company nor a confirmation of efficient management by the Company.
4. (I) We have examined the secretarial compliance based on the books, papers, minute books, forms and returns filed and other records maintained by M/s. Asian Tea & Exports Limited for the financial year ended on 31st March, 2017 and as shown to us during our audit, according to the provisions of the following laws:
 - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, to the extent as applicable.
- (II) We have also examined the secretarial compliance on test check basis of the books, papers, forms and returns, if any, filed and other records maintained by M/s. Asian Tea & Exports Limited for the financial year ended on 31st March, 2017, according to the provisions of the following laws specifically applicable to the Company and as represented to us during our audit, as also referred in above paragraphs of this report;

Annexure to the Director's Report *(Contd.)*

- a) West Bengal Shops & Establishment Act, 1963
 - b) The Payment of Wages Act, 1936
 - c) The Payment of Bonus Act, 1965
 - d) Employees' State Insurance Act, 1948
 - e) Employees' State Insurance (Central) Rules, 1950
 - f) Trade Marks Act, 1999
5. We have also examined compliance with the applicable clauses of the following:
- a) Secretarial Standards issued by The Institute of Company Secretaries of India under Section 118 of the Companies Act, 2013.
6. That on the basis of the audit as referred above on test check basis, to the best of our knowledge, understanding and belief, we are of the view that during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above in Paragraph 4(I), Paragraph 4(II) and Paragraph 5 of this report, save and except the following:
- i) That the relevant form MGT-14 in respect of corporate guarantee made vide Board resolution dated 18/11/2016 is yet to be filed. The Company has confirmed that the same would be regularized soon.
 - ii) That the relevant form MGT-14 in respect of borrowing limit approved in the Board Meeting dated 09/02/2017 is yet to be filed. The Company has confirmed that the same would be regularized soon.
 - iii) The date of passing of Board Resolution mentioned in Form MGT-14 filed on 27/05/2017 vide SRN No. G44630952 is 18/11/2016, whereas the correct date of passing of Board Resolution is 27/05/2016 which has been correctly mentioned in attachment to that form.
7. We have checked the compliance with the provisions of the Standard Listing Agreement entered by the Company with the following Stock Exchanges in India and also with the provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, during the period under review and to the best of our knowledge, belief and understanding, we are of the view that the Company has complied with the secretarial functions and board processes to comply with the applicable provision thereof, during the aforesaid period under review.
- (i) Bombay Stock Exchange Limited (BSE)
 - (ii) The Calcutta Stock Exchange Limited (CSE)
8. We further report, to the best of our understanding that,
- a) The Board of Directors of the Company is duly constituted as per the provisions of the Companies Act, 2013 and of the Stock Exchanges Standard Listing Agreement, as applicable for the time being. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
 - b) Adequate notices were given to all directors for the Board and Committee Meetings. Agenda and notes on agenda were sent in advance and further information and clarifications on the agenda items were provided for meaningful participation at the meeting.
 - c) All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors and Committee of the Board, as the case may be.
9. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines, such as laws related to taxation, local laws applicable to the area of operation of business and other laws generally applicable to Company, subject to the following observation as mentioned here in below:
- i. As per the information available at the website of the Calcutta Stock Exchange, as on 26th May, 2017, the status of the Company is "Suspended". However, we are not able to form an opinion as to whether the said suspension was also applicable on the Company during the period under review, or not. However, the management of the Company has represented that the Company is in compliance with all the requirements of the Standard Listing Agreements of the Stock Exchanges and that the Company shall take up the matter with the Calcutta Stock Exchange Limited (CSE), seeking rectification of the said status.

Annexure to the Director's Report (Contd.)

10. This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this Report.

For **ANJAN KUMAR ROY & CO.**
Company Secretaries
Anjan Kumar Roy
Proprietor

Place : Kolkata
Date : 30th May 2017

FCS No. 5684
CP. No. 4557

'Annexure A'

(To the Secretarial Audit Report of M/s. Asian Tea & Exports Limited for the financial year ended 31/03/2017)

To,
The Members,
M/s. Asian Tea & Exports Limited
Sikkim Commerce House,
4/1, Middleton Street, Kolkata - 700 071

Our Secretarial Audit Report for the financial year ended 31/03/2016 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on existence of adequate board process and compliance management system, commensurate to the size of the Company, based on these secretarial records as shown to us during the said audit and also based on the information furnished to us by the officers and agents of the Company during the said audit.
2. We have followed the audit practices and processes as were appropriate, to the best of our understanding, to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc. We have relied on the said representation in respect of various compliances including related party transactions, managerial remuneration etc. while making this report.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of compliance procedures on test basis. We would not be liable for any business decision or any consequences arising thereof, made on the basis of our report.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness or accuracy with which the management has conducted the affairs of the Company.

For **ANJAN KUMAR ROY & CO.**
Company Secretaries
Anjan Kumar Roy
Proprietor

Place : Kolkata
Date : 30th May 2017

FCS No. 5684
CP. No. 4557

Report on Corporate Governance

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company is committed to practice good corporate Governance. The Company fully realizes the rights of its shareholders to information on the performance of the Company and considers itself a trustee of its shareholders. Sound governance process consists of a combination of business practices which result in enhanced shareholder value and enable the company to fulfill its obligations to customers, employees, financiers and to the society in general. The Company further believes and focuses on attaining the highest levels of core values of transparency, empowerment, accountability, independent monitoring and environment consciousness. The Company makes its best endeavour to uphold and nurture these core values across all aspects of its operations.

BOARD OF DIRECTORS

(A) Composition of the Board

The Company has 6 Directors out of which 3 are Executive directors and one of them is a woman director, and 3 are Non-Executive and Independent Director. The Board is headed by the Executive Chairman, Shri Sunil Garg and comprises of persons with considerable professional experience in their respective fields. Fifty percent of the Board consists of Non- Executive Directors and Three out of Six are Independent Directors. Therefore the composition of the Board is in conformity with SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchange.

The Composition of the Board of Directors and also the number of other Boards or Board Committees of which he is a member or chairperson are as under:

Name of the Director	Executive/Non-Executive/ Independent	No. of other Directorship (s)		No. of outside Committee positions held	
		Public	Private	Member	Chairman
Shri Sunil Garg	Chairman- Executive	–	15	–	–
Shri H.R.Garg	Executive	–	17	–	–
Shri C.S.Surana	Non Executive Independent	–	-	–	–
Shri Sushil Kr. Nevatia	Non Executive Independent	–	5	–	–
Shri Manash Kr. Banerjee	Non Executive Independent	–	-	–	–
Smt Rama Garg	Executive	–	3	–	–

(B) Details of Board Meetings and attendance

The Board met 5 times during the year under review on 27/05/2016, 12/08/2016, 14/11/2016, 18/11/2016, 9/02/2017 and the agenda papers were circulated well in advance of each meeting of the Board of Directors. The Company placed before the Board, the working of the organization and statements containing the status of the various matters pursuant to Corporate Governance practices as required by Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The attendance of each of the Directors at the meeting during the year and at the last Annual General Meeting is as follows:

Name of the Director	No. of Board Meetings Attended	Attendance at last AGM
Shri H.R.Garg	5	Yes
Shri Sunil Garg	5	Yes
Shri C.S.Surana	5	Yes
Shri Sushil Kr. Nevatia	5	Yes
Shri Manash Kr. Banerjee	5	Yes
Smt. Rama Garg	5	Yes

Report on Corporate Governance *(Contd.)*

Code of Conduct for Board Members and Senior Management

In line with the provisions contained in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013, the Board hereby adopts the Code of Business Conduct & Ethics for Board Members and Senior Management Personnel of Asian Tea & Exports Limited.

Asian Tea & Exports Limited endeavours to set a high standard of conduct for its Board members and senior management personnel. It aims to achieve its objectives by establishing a sound framework of Corporate Governance based on the pillars of ethical practices and transparency. This Code of Conduct intends to establish yardsticks, which should be followed to ensure that the Vision, Mission and Values of the company are followed in spirit. The purpose of the Code is to continually enhance ethical and transparent processes in managing the affairs of the company. Every Director and Senior Management personnel of the company has a responsibility to work on the principles of fairness, honesty, integrity and transparency in their quest for achieving organizational goals.

BOARD COMMITTEES

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has Three Committees i.e. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance are provided below:

AUDIT COMMITTEE

(A) Terms of reference

The audit committee was reconstituted in accordance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at a board meeting held on 27/05/2016. The audit committee oversees the Company's financial reporting process and disclosure of its financial information, to recommend the appointment of Statutory Auditor and fixation of their remuneration, to review and discuss with the Auditor about internal control systems, the scope of audit including the observations of the Auditor, adequacy of the internal audit system, major accounting policies, practices and entries, compliance with accounting standards and Listing Agreements, and other legal requirements concerning financial statements and related party transactions, if any, and to review the financial statements before they are submitted to the Board of Directors.

Other duties such as:

- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post- audit discussion to ascertain any area of concern.
- Discussion with internal auditors of any significant findings and follow up thereon.
- To recommend to the Board the remuneration of the Statutory Auditors and internal auditors

(B) Composition of the Committee, Meetings and Attendance

The Audit Committee of the Company comprises of three Directors, of which two are Independent and one is executive. The Chairman of the Committee is an independent Director. The Company Secretary acts as the Secretary to the Committee. The Statutory auditor of the company is a permanent invitee at the meetings of the Committee.

Report on Corporate Governance (Contd.)

The Constitution of the Audit Committee is as follows :

Shri C. S. Surana	Chairman	Non-Executive & Independent Director
Shri Sunil Garg	Member	Executive Director
Shri Sushil Kr. Nevatia	Member	Non-Executive & Independent Director

The Committee met 4 (four) times during the year on 27/05/2016, 12/08/2016, 14/11/2016, 09/02/2017 and was attended by all the members of the committee.

The Company Secretary acts as the secretary to the committee.

NOMINATION & REMUNERATION COMMITTEE

Terms of Reference

The committee was reconstituted in accordance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at a board meeting held on 27/05/2016.

The Company has formed a remuneration committee which is a part of non- mandatory requirement of the Code. The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is in consonance with the existing industry practices and the requirements of law. The Company does not have stock option plan or performance linked incentives for its Directors.

The Constitution of the Remuneration Committee is as follows:

Shri C. S. Surana	Chairman	Non-Executive & Independent Director
Shri Manash Kumar Banerjee	Member	Non-Executive & Independent Director
Shri Sushil Kr. Nevatia	Member	Non-Executive & Independent Director

There have been meetings of the members of the Nomination & Remuneration Committee of the Company, on 26/04/2016, 18/08/2016, 18/11/2016, 13/02/2017, for the period under review.

The detail of Directors' remuneration is as follows:

Name of Directors	Salary	Benefits	Sitting Fees	Total
Shri H.R.Garg	1500000	-	-	1500000
Shri C.S.Surana	-	-	3750	3750
Shri Sushil Kr. Nevatia	-	-	3750	3750
Shri Manash Kr. Banerjee	-	-	3750	3750
Smt Rama Garg	-	-	3750	3750

STAKEHOLDERS RELATIONSHIP COMMITTEE

(A) Terms of reference

The committee was reconstituted in accordance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at a board meeting held on 27/05/2016.

The Committee looks into issues relating to share, including transfer /transmission of shares, issue of duplicate share certificates, non- receipt of dividend, annual reports etc. The Committee meets to review status of investor grievances, ratify share transfers, approve transmission of shares and issue duplicate share certificates from time to time. Besides, officers of the Company have been authorized to approve issue of share certificates, approve transfers/ transmission of shares, consolidation, sub-division, split of share certificate.

Report on Corporate Governance (Contd.)

The Committee performs the following functions:

- Transfer/ Transmission of Shares.
- Issue of Duplicate Share Certificate.
- Review of Share dematerialization and rematerialization.
- Monitoring the expeditious Redressal of Investor Grievances.
- All other matters related to the shares.

(B) Composition, Meetings and Attendance

The committee consists of the following members:

Shri Sushil Kr. Nevatia	Chairman	Non-Executive & Independent Director
Shri Sunil Garg	Member	Executive Director
Shri Hariram Garg	Member	Executive Director

There have been meetings of the members of Stakeholders Relationship Committee of the Company, on 26/04/2016, 18/08/2016, 14/11/2016, 13/02/2017, for the period under review.

(C) Compliance Officer:

The Board has designated Miss Rashi Nagori, the Company Secretary as the Compliance Officer.

(D) Details of Shareholder's Complaints Received

The total number of investor complaints received and replied to the shareholders and during the year ended 31st March, 2017 was 7. There are no investor complaints lying unresolved at the end of the year as on 31st March, 2017. No shares are pending for transfer as on 31st March, 2017.

INDEPENDENT DIRECTORS' MEETING

During the year under review, the independent Directors met on March 31, 2017 inter alia to discuss:

- Review the performance of non-independent directors and the Board as a whole;
- Review the performance of the chairperson of the company, taking into account the views of executive directors and non-executive directors;
- Access the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

GENERAL BODY MEETINGS

Financial year	Date	Location of the Meeting	Time
2015-16	26th August, 2016	H4/93A, B.B.T.Road, New Chakmir, Maheshtalla, Kolkata-700 141	10.00 A.M.
2014-15	28th August, 2015	H4/93A, B.B.T.Road, New Chakmir, Maheshtalla, Kolkata-700 141	10.00 A.M.
2013-14	29th August, 2014	H4/93A, B.B.T.Road, New Chakmir, Maheshtalla, Kolkata-700 141	10.00 A.M.
2012-13	12th September, 2013	H4/93A, B.B.T. Road, New Chakmir, Maheshtalla, Kolkata -700 141	10.00 A.M.

Extra Ordinary Meeting

An extra-ordinary General Meeting of the Shareholders was held on 16th December, 2009 at Calcutta Rowing Club, 15 Rabindra Sarobar, Kolkata - 700029.

Report on Corporate Governance (Contd.)

SPECIAL RESOLUTIONS

No Special resolutions were passed during last 4 Annual General Meetings, but a special resolution was passed at the Extra Ordinary General Meeting of the Company held on 16th December, 2009 to approve the Preferential Allotment of Convertible Warrants.

POSTAL BALLOT

One special resolutions was passed through postal ballot on 30/01/2015 regarding Issue of further shares to persons (whether or not including existing shareholders or employees) matter containing Preferential allotment of 1,45,00,000 warrants convertible into equity shares as per Chapter V11 of SEBI (ICDR) Regulations 2009.

FORMULATION OF POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration Committee discuss and thereafter decided upon the policy for selection of appointment of directors and their remuneration. The highlights of this policy are as follows:

1. Criteria of selection of Non- Executive Directors

- a) The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- b) In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Director vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c) The Committee shall ensure that the candidate identified for appointment as a director is not disqualified under Section 164 of the Companies Act, 2013.
- d) The Committee shall consider the following attributes/ criteria, whilst recommending to the Board the candidature for appointment as Director.
 - i) Qualification, expertise and experience of the Directors in their respective fields;
 - ii) Personal, Professional or business standing;
 - iii) Diversity of the Board.
- e) In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

2. Remuneration

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees for participation in the Board/ Committee meetings and commission as detailed hereunder:

- i) A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee meeting attended by him/her at his/her discretion of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- ii) The Committee may recommend to the Board, the payment of commission on uniform basis, to reinforce the principles of collective responsibility of the Board.
- iii) The payment of such commission would be at the discretion of board only and shall not exceed 1% of the net profit of the Company;
- iv) The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

Report on Corporate Governance (Contd.)

3. Managing Director & Whole Time Director-Criteria for selection/appointment

For the purpose of selection of the Managing Director or Whole Time Director the Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation if any, received from any member of the Board.

The Committee will ensure that the incumbent fulfills such other criteria with regard to age and other qualification as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the Managing Director or Whole Time Director :

- i) At the time of appointment or re-appointment, the Managing Director or Whole Time Director may be paid such remuneration as may be mutually agreed between the Company (which includes the nomination & Remuneration Committee and the Board of Directors) and the Managing Director or Whole Time Director within the overall limits prescribed under the Companies Act, 2013.
- ii) The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- iii) The remuneration of the Managing Director or Whole Time Director may be broadly divided into fixed and variable components shall comprise performance bonus.
- iv) In determining the remuneration (including the fixed increment and performance bonus) the Committee shall ensure / consider the following:
 - a) The relationship of remuneration and performance benchmark is clear;
 - b) Balance between fixed and incentive pay reflecting short and long term performance objectives; appropriate to the working of the Company and its goal;
 - c) Responsibility required to be shouldered by the Managing Director or Whole Time Director, the industry benchmarks and the current trends.

REMUNERATION PLOICY FOR THE SENIOR MANAGEMENT EMPLOYEES

In determining the remuneration of the Senior Management Employees (i.e. KMPs and senior officers just below the board level) the Committee shall ensure / consider the following:

- a) The relationship of remuneration and performance benchmark is clear;
- b) The balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to working of the Company and its goals;
- c) The remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
- d) The remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals' performance and current compensation trends in the market.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgement thereby safeguarding the interest of the Company. The performance evaluation of the independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Board also carried out annual performance of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee.

Report on Corporate Governance (Contd.)

DISCLOSURES

Related party disclosures have been made in Note-35 of Notes to financial statement.

The Company has complied with the requirements of regulatory authorities on capital markets and no penalties/strictures were imposed against it during the last three years.

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock Exchanges, the Managing Director and the Executive Director have issued a certificate to the Board, for the Financial Year ended 31st March 2017.

The Board has taken cognizance of the non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall consider adopting the same as and when necessary.

The Company has in place a procedure for identification and mitigation of business and commercial risk. The Audit Committee reviews the risk management and mitigation plan from time to time.

Prevention of Insider Trading

The Company has adopted a code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

Compliance with Accounting Standards

In preparation of the financial statements, the Company has followed the Accounting Standards specified under Section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules 2014. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

MEANS OF COMMUNICATION.

1. Quarterly results and the half-yearly results are published in leading newspaper in English and Bengali.
2. Management Discussion and Analysis Report forms part of the Directors' Report.

APPLIED FOR DELISTING FORM CALCUTTA STOCK EXCHANGE LIMITED

The Company has applied for Delisting form Calcutta Stock Exchange Limited and will continue being listed in Bombay Stock Exchange Limited.

GENERAL SHAREHOLDERS INFORMATION.

A) Annual General Meeting

Date & Time : 16th September, 2017 at 10.00 A.M.

Venue : H4/93A, B.B.T.Road, New Chakmir, Maheshtalla, Kolkata-700 141

B) Financial Calendar & Publication of Results (Tentative):

The financial Year of the Company is April to March.

Results for the quarter ending 30th June, 2016	Second week of August, 2016
Results for the quarter ending 30th September, 2016	Third week of November, 2016
Results for the quarter ending 31st December, 2016	Second week of February, 2017
Results for the quarter ending 31st March, 2017	Fifth week of May, 2017

C) Book Closure Date

The Register of Members and Share Transfer Books of the Company will remain closed from Sunday the 10th September, 2017 to Saturday the 16th September, 2017 (both days inclusive).

Report on Corporate Governance (Contd.)

D) Dividend Payment Date

The Board of Directors of the Company has not recommended any dividend for this year.

E) Listing of Stock Exchanges

The Company's securities are listed at:

i) Calcutta Stock Exchange Association Ltd:

7, Lyons Range, Kolkata- 700 001

ii) BSE Ltd.

Phiroze Jeejeebhoy Towers, Dalal Street, 25th Floor, Mumbai- 400 001

F) Listing Fees

Listing Fee for the year 2016-2017 has been paid to the above stock exchanges.

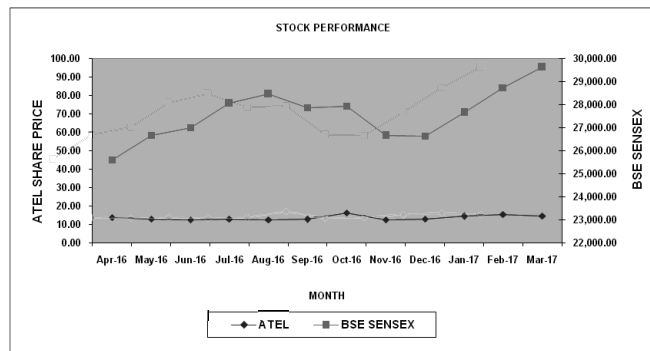
G) Stock Code

Calcutta Stock Exchange Association Ltd	011053
BSE Ltd.	519532
ISIN NO.	INE822B01017

H) Stock Price Data

Month	Bombay Stock Exchange Limited	
	High (₹)	Low (₹)
April 2016	14.00	12.00
May 2016	13.89	10.05
June 2016	13.70	11.50
July 2016	14.19	12.00
August 2016	13.78	12.00
September 2016	13.00	11.02
October 2016	16.60	11.50
November 2016	17.00	12.00
December 2016	14.80	12.11
January 2017	16.00	12.80
February 2017	16.00	13.70
March 2017	15.95	13.75

I) Stock Performance



Report on Corporate Governance (Contd.)

J) Registrar & Transfer Agent

S. K. Infosolutions Pvt Ltd
34/1A, Sudhir Chatterjee Street, Kolkata- 700 006
Tel : (033) 2219-4815/ 6797, Fax: (033) 2219-4815

K) Share Transfer System

The shares received for transfer in physical mode, if in order in all respects are registered and returned within 2 weeks from the date of lodgment.

L) Distribution of Shareholding as on 31.3.17

No of Shares	No of Shareholders	% to total holders	No of Shares	% to total holding
Upto 500	11,139	94.44	12,71,529	12.72
501 to 1000	313	2.65	2,63,589	2.64
1001 to 2000	160	1.36	2,51,583	2.52
2001 to 3000	50	0.42	1,28,759	1.28
3001 to 4000	21	0.19	73,586	0.74
4001 to 5000	27	0.23	1,29,700	1.30
5001 to 10000	37	0.31	2,70,477	2.70
10001 to 50000	30	0.25	5,65,711	5.66
50001 to 100000	5	0.04	4,28,847	4.28
100001 and above	13	0.11	66,16,219	66.16
TOTAL	11,795	100	1,00,00,000	100

M) Categories of shareholders as on 31.03.17

Category	No of Shares held	% of shareholding
Res Ind	27,22,807	27.23
Dom Com	6,20,112	6.20
N.R.I	1,03,392	1.03
For Com	-	-
Mutual Funds	14,500	0.15
Fin Ins	-	-
Nal Bank	-	-
PROM. COM	37,15,146	37.15
Dir Relv	28,24,043	28.24
F.I.I.S	-	-
GRAND TOTAL	1,00,00,000	100.00

N) Dematerialisation of shares

90.66 % of the Shares aggregating to 90,65,907 Shares have been Dematerialized Upto 31st March, 2017.

O) There are no outstanding GDR/ Warrants and Convertible Bonds

P) Plant Locations:

Factory Warehouse: Budge Budge Trunk Road, Rampur, 24 Parganas (South), West Bengal.

Report on Corporate Governance (Contd.)

Q) Investor Correspondence

S. K. Infosolutions Pvt. Ltd.
34/1A, Sudhir Chatterjee Street
Kolkata - 700 006
Tel: 2219-4815/679
Fax: 2219-4815

OR Rashi Nagori
Company Secretary
Sikkim Commerce House
4/1 Middleton Street, Kolkata - 700071
Tel : 4006 3601/3602
E-mail : anand@asianteaexports.com

R) Pan Requirement

SEBI has vide its circular no. MRD/Dop/Cir-05/2009 dated 20-05-2009 made the requirement of PAN Card of all Transferee(s) compulsory in case of all Physical Transfer of Shares.

CEO/ CFO CERTIFICATION

Ref: Regulation 17(8) of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors
Asian Tea & Exports Limited
4/1, Middleton Street
Kolkata -700 071

We, Hariram Garg, Managing Director and Rajesh Garg, Chief Financial Officer of the Company hereby certify that:

- A. We have reviewed the financial statements and cash flow statement for the year ended March 31, 2017 and that to the best of our knowledge and belief:
 1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2017 are fraudulent, illegal or violation of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps have been taken to rectify these deficiencies.
- D. We have indicated to the Auditors and Audit Committee that there are no:
 1. Significant changes in internal control over financial reporting during the year;
 2. Significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place : Kolkata
Date : 30th May 2017

Hariram Garg
Managing Director

Rajesh Garg
Chief Financial Officer

Report on Corporate Governance (Contd.)

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The company has achieved business turnover of Rs.201.18 Million in Current financial year compared to Rs. 294.07 Million in 2015-16. The company has achieved PAT of Rs.1.65 Million in Current financial year compared to Rs. 1.67 Million in 16-17. The company has achieved consolidated PAT of Rs.12.52 Million in 2016-17 as compared to Rs. 16.31 Million in 2015-16.

OPPORTUNITIES AND THREATS

The Company is consolidating business opportunities in garments & fabrics, iron & steel and other commodities. The company is also considering acquisition of tea estates.

BUSINESS OUTLOOK

Outlook remains stable for the current year.

RISKS & CONCERNS

Increased competition is putting stress on operating margins. Falling prices and regulatory restrictions on Coal trade is another concern.

DECLARATION BY THE MANAGING DIRECTOR REGARDING ADHERENCE TO THE CODE OF CONDUCT

The Company has adopted a code of conduct for its Directors, senior management and employees of the Company.

I hereby confirm that all the Directors and Senior Management Personnel of the Company have affirmed compliance with their Codes of Conduct, as applicable to them, for the Financial Year ended 31st March, 2017.

Place : Kolkata
Date : 30th May 2017

For **ASIAN TEA & EXPORTS LIMITED**
Haram Garg
Managing Director

Report on Corporate Governance (Contd.)

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

To
The Members of
Asian Tea & Exports Ltd.
Sikkim Commerce House,
4/1, Middleton Street,
Kolkata- 700 071.

We have examined the compliance of Corporate Governance by ASIAN TEA & EXPORTS LTD, for the year ended on 31st March 2017, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementations thereof, adopted 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 and the representation made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchange(s).

We further 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.

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountant
Firm Registration No.316112E

Place: Kolkata
Date: 30th May, 2017

M. Agarwal
Partner
Membership No. 052474

Independent Auditors' Report

To the Members of
Asian Tea and Exports Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Asian Tea and Exports Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date.

Independent Auditors' Report *(Contd.)*

(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

1. As required by the Companies (Auditor's Report) Order, 2016, ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in Paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the 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 aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The company has disclosed the impact of pending litigations on its financial position in its financial statements in Note 31 to the financial statements.
 - ii) The Company did not have any Long term Contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.
 - iv) The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Company.

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm's Registration No. 316112E

M. Agarwal
Partner

Place : Kolkata
Date : 30th May, 2017

Membership No. : 52474

Annexure - A

ANNEXURE - A

(Referred to in paragraph 1 on report on other Legal and Regulatory Requirements in our report of even date on Balance Sheet as at March 31, 2017 and Statement of Profit and Loss for the year ended on that date.)

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the assets have been physically verified by the management during the year in accordance with the phased programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and the records examined by us, the company does not have any immovable property at the end of the financial year and hence the provisions of sub-clause (c) of clause 3(i) of Companies (Auditors' Report) Order 2016 are not applicable to the company.
- (ii) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) The Company has granted unsecured loan to two Companies covered in the register maintained under section 189 of the Companies Act 2013.
 - (a) In our opinion, the terms and conditions of the grant of loan are prima facie not prejudicial to the company's interests.
 - (b) The loans are repayable on demand.
 - (c) As the loan is repayable on demand, this sub-clause is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
- (v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from public. Therefore, the provisions of clause 3 (v) of the Companies (Auditors' Report) Order, 2016 are not applicable to the company.
- (vi) In our opinion and according to the information and explanations given to us, maintenance of cost records has not been prescribed by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 and hence the provisions of clause 3 (vi) of the Companies (Auditors' Report) Order, 2016 are not applicable to the company.
- (vii) (a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and any other statutory dues applicable to it with the appropriate authorities. No undisputed amounts payable in respect of aforesaid dues were outstanding as at 31st March, 2017 for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, there are no material dues on account of Sales Tax, Service Tax, Custom Duty, Excise duty, Value Added Tax, and any other statutory dues that have not been deposited with appropriate authorities on account of any dispute.
- (viii) In our opinion and as per information and explanations given to us, the Company has not taken any loans from banks, financial institutions or Government and it has no debenture holders.
- (ix) In our opinion and as per information and explanations given to us, during the year the company has not

Annexure - A *(Contd.)*

raised moneys by way of initial public offer or further public offer including debt instruments and term loans. Accordingly, the provisions of clause 3 (ix) of the Companies (Auditors' Report) Order, 2016 are not applicable to the company.

- (x) In our opinion and according to the information and explanations given to us, no significant fraud on/by the Company or by the officers or employees was noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a Nidhi Company. Hence, the provisions of clause 3(xii) of the Companies (Auditors' Report) Order, 2016 are not applicable to the company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013 and proper disclosures have been made in the Financial statements as required by the applicable accounting standards.
- (xiv) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of clause 3 (xiv) of the Companies (Auditors' Report) Order, 2016 are not applicable to the company.
- (xv) In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xiv) of the Companies (Auditors' Report) Order, 2016 are not applicable to the company.
- (xvi) In our opinion, the company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and hence the provisions of clause 3 (xvi) of the Companies (Auditors' Report) Order, 2016 are not applicable to the company.

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm's Registration No. 316112E

M. Agarwal
Partner

Place : Kolkata
Date : 30th May, 2017

Membership No. : 52474

Annexure - B

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF ASIAN TEA AND EXPORTS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Asian Tea and Exports Limited ("the Company") as on March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company;

Annexure - B *(Contd.)*

and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm's Registration No. 316112E

M. Agarwal
Partner

Membership No. : 52474

Place : Kolkata
Date : 30th May, 2017

Balance Sheet as at 31st March, 2017

(Amount in ₹)

	Note No.	As at 31.03.2017	As at 31.03.2016
I EQUITY & LIABILITIES			
1 Shareholders' Fund			
(a) Share Capital	2	10,00,00,000	10,00,00,000
(b) Reserves & Surplus	3	15,09,36,395	14,92,88,620
2 Share Application Money pending allotment		–	–
3 Non Current Liabilities			
(a) Long Term Borrowings	4	3,72,95,596	–
(b) Long term provisions	5	3,54,570	4,18,320
4 Current Liabilities			
(a) Short term borrowings	6	2,55,35,102	1,25,05,202
(b) Trade payables	7		
i) Total outstanding dues of micro enterprises and small enterprises		0	0
ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		72,16,851	1,47,27,291
(c) Other current liabilities	7	55,39,289	3,67,265
(d) Short-term provisions	8	22,45,326	14,82,227
TOTAL		32,91,23,129	27,87,88,925
II ASSETS			
1 Non Current Assets			
(a) Property, Plant and Equipment	10	9,79,208	13,78,354
(b) Non-Current Investments	11	17,50,94,035	16,29,41,315
(c) Deferred Tax Assets (Net)	12	17,05,432	18,16,774
(d) Long term loans & advances	13	96,40,255	97,74,971
2 Current Assets			
(a) Inventories	14	2,48,05,134	4,24,77,602
(b) Trade Receivables	15	3,25,87,549	2,30,67,385
(c) Cash and bank balances	16	1,59,15,450	1,19,11,959
(d) Short term loans & advances	17	6,83,96,066	2,54,20,565
TOTAL		32,91,23,129	27,87,88,925
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 39		

As per our Report of even date

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm Registration No. 316112E

M. Agarwal
Partner
Membership No. 52474

Place : Kolkata
Dated : 30th May, 2017

For & on behalf of the Board

H. R. Garg
Managing Director

Sunil Garg
Director

Rashi Nagori
Company Secretary

Rajesh Garg
Chief Financial Officer

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

(Amount in ₹)

	Note No.	For the year ended 31st March, 2017	For the year ended 31st March, 2016
INCOME			
I Revenue from operations	18	20,11,89,053	29,40,73,932
II Other Income	19	40,82,098	1,23,55,781
III Total Revenue (I + II)		20,52,71,151	30,64,29,713
IV EXPENSES			
Purchases of stock in-trade	20	16,88,54,790	24,15,09,784
Changes in inventories of stock in trade	21	1,76,72,468	4,70,04,417
Employee benefits expense	22	33,82,493	33,89,775
Finance Costs	23	54,67,722	60,23,852
Depreciation and Amortization Expense		4,51,971	7,30,657
Other expenses	24	69,32,590	56,35,630
Total Expenses		20,27,62,034	30,42,94,115
V Profit before exceptional and extraordinary items and tax (III - IV)		25,09,117	21,35,598
VI Exceptional Item		-	-
VII Profit before extraordinary items & Tax (V - VI)		25,09,117	21,35,598
VIII Extraordinary Items		0	0
IX Profit before tax (VII - VIII)		25,09,117	21,35,598
X Tax Expense			
(1) Current Tax		7,50,000	4,60,000
(2) Deferred Tax		1,11,342	5,891
(3) Earlier Year Taxes		0	0
XI Profit for the year (IX - X)		16,47,775	16,69,707
XII Earning per equity share	25		
(1) Basic		0.16	0.17
(2) Diluted		0.16	0.17
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 39		

As per our Report of even date

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm Registration No. 316112E

M. Agarwal
Partner
Membership No. 52474

Place : Kolkata
Dated : 30th May, 2017

For & on behalf of the Board

H. R. Garg
Managing Director

Sunil Garg
Director

Rashi Nagori
Company Secretary

Rajesh Garg
Chief Financial Officer

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

(Amount in ₹)

	As at 31.03.2017		As at 31.03.2016	
(A) CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before Tax and Extra-ordinary Items		25,09,117		21,35,598
Adjustments for				
Depreciation	4,51,971		7,30,657	
Interest Received on Loan	(19,52,320)		(5,09,132)	
Profit on sale of Fixed Assets	0	(15,00,349)	(91,74,822)	(89,53,297)
Operating Profit before Working Capital Changes		10,08,768		(68,17,699)
Adjustments for				
Trade and Other Receivables	(5,12,60,949)		1,07,25,371	
Inventories	1,76,72,468		4,70,04,417	
Trade and Other Payables	(23,89,067)	(3,59,77,548)	(2,50,46,419)	3,26,83,369
Cash Generated from Operations		(3,49,68,780)		2,58,65,670
Income Tax Paid		(11,00,000)		(18,00,000)
Cash Flow before Extra Ordinary Items		(3,60,68,780)		2,40,65,670
Income/(Expenses) pertaining to previous year		-		-
Net Cash from Operating Activities		(3,60,68,780)		2,40,65,670
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets		(52,825)		(56,408)
Sale of Fixed Assets		0		1,19,00,000
Purchase of Investments		(1,21,52,720)		-
Interest Received on Loan		19,52,320		5,09,132
Net Cash Generated From/(Used in) Investing Activities		(1,02,53,225)		1,23,52,724

Cash Flow Statement for the year ended 31st March, 2017 (Contd.)

(Amount in ₹)

	As at 31.03.2017		As at 31.03.2016	
(C) CASH FLOW FROM FINANCIAL ACTIVITIES				
Borrowings (Repaid) / Taken		5,03,25,496		(3,68,76,813)
Net Cash Generated From/(Used in) Financing Activities		5,03,25,496		(3,68,76,813)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)		40,03,491		(4,58,419)
Opening Cash & Cash Equivalents (Refer Note No. 17)		1,19,11,959		1,23,70,378
Closing Cash & Cash Equivalents (Refer Note No. 17)		1,59,15,450		1,19,11,959
Summary of Closing Cash & Cash Equivalents				
Cash & Cash Equivalent		1,59,15,450		1,19,11,959
Less : Bank Overdrafts		-		-
Net Closing Cash & Cash Equivalent		1,59,15,450		1,19,11,959

Notes :

- (i) The above cash flow statement has been prepared under the Indirect Method as set out in the Accounting Standard - 3 on Cash Flow Statements issued by The Institute of Chartered Accountants of India
- (ii) Cash and cash equivalents include "Cash and Bank Balances".
- (iii) Previous years figures have been re-arranged/re-grouped wherever necessary.

As per our Report of even date

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm Registration No. 316112E

M. Agarwal
Partner
Membership No. 52474

Place : Kolkata
Dated : 30th May, 2017

For & on behalf of the Board

H. R. Garg
Managing Director

Sunil Garg
Director

Rashi Nagori
Company Secretary

Rajesh Garg
Chief Financial Officer

Notes to Financial Statements as at and for the year ended March 31, 2017

1 SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of Preparation of Financial Statements

The financial statements have been prepared on an accrual basis and under historical cost convention and in compliance with all material aspects with the applicable accounting principles in India, the applicable accounting standards as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Accounting Standards) Amendment Rules, 2016.

All the Assets and Liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. The Company has ascertained its operating cycle to be 12 months for the purpose of current, non-current classification of assets and liabilities.

1.2 Use of Estimates

The preparation of financial statements require judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities including contingent liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between actual results and estimates are recognized in the period in which the results are known/materialized.

1.3 Inventories

Inventories are stated at lower of cost or net realizable value except for Shares which are determined at Cost. Cost is determined using FIFO method and comprises of the purchase price including duties and taxes, freight inward and other expenditure directly attributable to the acquisition, but excluding trade discount and other rebates.

1.4 Revenue recognition

In compliance with the requirement of accrual system of accounting following standards have been set out and are being followed over years:

- a) Sale is recognized when the ownership and control has been transferred to the prospective buyer provided there is no significant uncertainty in collection of the amount of consideration.
- b) In case of benefit of DEPB, income is recognized after obtaining the license from the concerned authorities.
- c) Revenue from interest is recognized on time/proportion basis taking into account the amount outstanding and the rate applicable.
- d) Income from Investments/Other Income is recognized on accrual basis.
- e) Having regard to the size of operations and nature and complexities of company's business, in management's opinion the above are the reasonable standards of applying the accrual system of accounting required by the law.

1.5. Property, Plant and Equipment

- a) All classes of Property, Plant and Equipment are stated as per the Cost Model.

The carrying amount is stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price, import duties and other taxes, excluding those subsequently recoverable, improvement cost, self constructed cost thereto, and any attributable cost of bringing the asset to its working condition for its intended use.

- b) Depreciation on Property, Plant and Equipment is provided on historical cost as per Written down Value Method. Depreciation for the current year is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 which in the view of the management is reasonable based on the life the asset is expected to be used.

1.6. Foreign Currency Transactions

- a) **Initial Recognition:** Foreign currency transactions are recorded in the reporting currency, by applying

Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

to the foreign currency amount the exchange rate between the reporting currency and the foreign currency on the date of transaction.

- b) **Conversion:** The company has been consistently following the practice of stating the foreign currency monetary items at book value and not reporting the same at the year-end closing rate.
- c) **Exchange Differences:** Exchange difference arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.

1.7. Investment

Current Investments are stated at lower of cost and fair value. Long-term Investments intended to be held for more than a year are classified as non-current investments, and are carried at cost. However, provision for diminution in value, other than temporary, has been recognized, wherever necessary.

1.8. Employee Benefits

All employee benefits falling due wholly within twelve months of rendering service are classified as short term benefits. The benefits like Salaries, Wages, Leave Encashment, etc are recognized in the period in which the employee renders the related service.

Defined Contribution Plan consists of Provident Fund Scheme and Employees' State Insurance Scheme. Company's contribution paid/payable during the year under the schemes are recognized as expense in the Statement of Profit and Loss. There are no other obligations other than the contribution made by the Company.

The Employees' Gratuity Scheme is the Defined Benefit Plan of the Company, The present value of the obligation under such plan is determined based on the actuarial valuation using the Projected Unit Credit Method. Actuarial gains and losses on such valuation are recognized immediately in the Statement of Profit and Loss. In case of funded defined benefit plan, the fair value of the plan assets is reduced from the gross obligation to recognize the obligation on net basis.

1.9. Earnings per share

Basic & Diluted earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period as per Accounting Standard-20 issued by The Institute of Chartered Accountants of India.

1.9. Taxation & Deferred Tax

Tax expense comprises both current and deferred taxes. Current tax is measured at the amount expected to be paid to the taxation authorities, using the applicable tax rates and tax laws. Deferred tax is recognized for all the timing differences subject to the consideration of prudence in respect of deferred tax assets and measured using the tax rates and tax laws enacted by the balance sheet date. Unrecognized deferred tax assets of earlier years are reassessed and recognized to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

1.10. Impairment of Assets (AS-28)

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of the recoverable amount.

1.11 Provisions, Contingent Liabilities & Contingent Assets

Provisions are recognized for present obligation as a result of past events where it is probable that outflow of resources will be required to settle the obligation, and in respect of which a reliable estimate can be made at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent Liabilities not provided for are disclosed in the notes to the Financial Statements. Contingent Assets are neither recognized nor disclosed in the financial statements.

Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	As at 31.03.2017	As at 31.03.2016
2 SHARE CAPITAL		
Authorised		
3,00,00,000 Equity Shares of Rs.10/- each (Previous year 3,00,00,000 Equity Shares of Rs.10/- each)	30,00,00,000	30,00,00,000
	30,00,00,000	30,00,00,000
Issued, Subscribed and Paid-up		
1,00,00,000 Equity Shares of Rs.10/- each fully paid up (Previous year 1,00,00,000 Equity Shares of Rs.10/- each)	10,00,00,000	10,00,00,000
	10,00,00,000	10,00,00,000
The Reconciliation of the number of shares outstanding is set out below	No. of shares	No. of shares
Equity Shares at the beginning of the year	1,00,00,000	1,00,00,000
Add: Issued during the year	-	-
Equity Shares at the end of the year	1,00,00,000	1,00,00,000
The details of Shareholders holding more than 5% shares	No. & % of shares	No. & % of shares
Name of the Shareholders:		
Asian Capital Market Limited	1631833 (16.32)	1626659 (16.27)
Sri Hariram Garg	794287(7.94)	804290 (8.04)
Greenex Chemicals Pvt Ltd	658480 (6.58)	658480 (6.58)
Kanchan Wood Products Pvt Ltd	593401 (5.93)	593401 (5.93)
Asian Housing & Constructions Pvt Ltd	288980 (2.89)	288980 (2.89)
Sri Sunil Garg	634998 (6.35)	634998 (6.35)
Smt. Sita Garg	521972 (5.22)	521972 (5.22)
Terms, Rights, Preference and Restrictions attached to Equity Shares		
The company has only one class of equity shares having a par value of Rs.10/- each. Each holder of equity shares is entitled to one vote per share.		
3 RESERVES & SURPLUS	As at 31.03.2017	As at 31.03.2016
(a) Securities Premium Reserve		
Balance as per last Account	6,30,00,000	6,30,00,000
Additions during the year	-	-
Sub-Total (a)	6,30,00,000	6,30,00,000
(b) General Reserve		
Balance as per last account	13,00,000	13,00,000
Sub-Total (b)	13,00,000	13,00,000
(c) Surplus in the Statement of Profit and Loss		
Balance as per last account	8,49,88,620	8,33,18,913
Additions during the year	16,47,775	16,69,707
Less: W.D.V. of Assets over residual value Net of Tax transferred for assets having no remaining useful life	-	-
Sub-Total (c)	8,66,36,395	8,49,88,620
Grand Total	15,09,36,395	14,92,88,620

Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	As at 31.03.2017	As at 31.03.2016
4 LONG TERM BORROWINGS		
Long term Borrowings		
Term Loan		
Kotak Mahindra Bank	3,98,01,919	–
(Secured Against hypothecation of Property of Third Party) Terms of Repayment : 120 Equalised Monthly Installments (Loan guaranteed by Managing Director, Whole Time Director and Other Third Parties)		
Less: Current Maturities of Long Term Borrowings classified as Other Current Liabilities	25,06,323	–
	3,72,95,596	–
5 LONG TERM PROVISIONS		
Long term provisions		
Provisions for Gratuity	3,54,570	4,18,320
	3,54,570	4,18,320
6 SHORT TERM BORROWINGS (SECURED)		
Loans repayable on demand from banks :		
State Bank of India		
Cash Credit Account	2,55,35,102	1,25,05,202
(Secured by hypothecation charge on all current assets covering all stock in trade at company's godown, procurement centres, goods in transit, goods with company's agent/ representative etc. domestic and export receivable and other current assets present and future and collateral security in the form of equitable mortgage of properties lying in the name of Greenol Laboratories Pvt Ltd and fixed assets and personal guarantee of Managing Director, Whole-time Director and Subsidiary, Greenol Laboratories Pvt Ltd)		
	2,55,35,102	1,25,05,202
7 TRADE PAYABLES		
TRADE PAYABLES		
i) Total outstanding dues of micro enterprises and small enterprises		
For Goods purchased	0	0
For Services received	0	0
ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		
For Goods purchased	66,54,220	1,46,10,313
For Services received	5,62,631	1,16,978
	72,16,851	1,47,27,291

Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	As at 31.03.2017	As at 31.03.2016
8 OTHER CURRENT LIABILITIES		
Current Maturities of Long Term Borrowings (refer Note - 4)	25,06,323	-
Other Payables	30,32,966	3,67,265
	55,39,289	3,67,265
9 SHORT TERM PROVISIONS		
Provisions for Income Tax	12,10,000	4,60,000
Provisions for Gratuity	10,35,326	10,22,227
	22,45,326	14,82,227

Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

PARTICULARS		GROSS BLOCK				DEPRECIATION			NET BLOCK	
		As at 01.04.2016	Additions during the year	Deductions/ Adjustments ##	Total Cost as At 31.03.2017	upto 31.03.2016	During the year	Adjustment during the year	Total as at 31.03.2017	As at 31.03.2017
Tangible Assets										
Office Equipments	19,82,332	25,525	18,49,331	1,58,526	19,72,045	4,766	18,49,331	1,27,480	31,046	10,287
Furniture & Fixtures	18,39,552	0	5,77,755	12,61,797	13,93,145	1,31,299	5,77,755	9,46,689	3,15,108	4,46,407
Vehicles	64,19,183	0	15,18,238	49,00,945	54,99,772	3,12,881	15,18,238	42,94,415	6,06,530	9,19,411
Computers	8,63,721	27,300	8,18,740	72,281	8,61,472	3,025	8,18,740	45,757	26,524	2,249
TOTAL	1,11,04,788	52,825	47,64,064	63,93,549	97,26,434	4,51,971	47,64,064	54,14,341	9,79,208	13,78,354
Previous Year	1,57,22,432	1,13,047	38,96,701	1,11,04,788	1,10,01,291	7,30,657	11,71,524	1,05,60,424	13,78,354	

Relates to adjustment of Assets written off in earlier year.

Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	As at 31.03.2017			As at 31.03.2016		
	Face Value	No. of Eq. sh.	Amount (₹)	Face Value	No. of Eq. sh.	Amount (₹)
11 NON-CURRENT INVESTMENTS						
(A) in Equity shares of subsidiary companies						
Unquoted fully paid up (Trade)						
Greenol Laboratories (P) Limited	10	9,79,990	4,06,88,360	10	9,79,990	4,06,88,360
Sarita Nupur Vyapaar (P) Limited	10	3,22,490	3,54,73,900	10	3,22,490	3,54,73,900
(B) in Equity shares of Associate Companies						
Unquoted fully paid up (Trade)						
Kesavatsapur Tea Company (P) Ltd.	10	31,00,000	3,10,00,000	10	31,00,000	3,10,00,000
Hurdeodass Co. (P) Ltd.	10	99,000	99,42,500	10	99,000	99,42,500
Asian Tea company Pvt Ltd	10	1,98,125	2,50,75,000	10	1,98,125	2,50,75,000
Indong Tea Co. Pvt. Ltd.	10	10,37,272	1,03,72,720		---	---
(C) in Equity shares- unquoted fully paid up (Non-Trade)						
Doyapore Tea Industries Pvt Ltd	10	1,91,675	1,94,89,235	10	1,91,675	1,94,89,235
Azambad Tea Co. (P) Ltd.	10	3,800	6,06,625	10	3,800	6,06,625
Prachi Mittal Creations (P) Ltd.	10	10,510	4,88,550	10	10,510	4,88,550
Mittal Tex Fab (P) Ltd.	10	10	200	10	10	200
Inspire Tie Up Pvt Ltd	10	30,000	3,00,000		---	---
HRG HealthCare Pvt Ltd	10	66,500	6,65,000		---	---
TH Infracon Pvt Ltd	10	60,000	6,00,000		---	---
Sriram Tokharam Realtors Pvt Ltd	10	21,500	2,15,000		---	---
Other Investment						
Gold Coin (69 Gram) - 9 Pcs			1,76,945			1,76,945
			17,50,94,035			16,29,41,315

	As at 31.03.2017	As at 31.03.2016
12 DEFERRED TAX (NET)		
Deferred tax b/f	18,16,774	18,22,665
Add: Arising out of depreciation	(1,11,342)	(5,891)
	17,05,432	18,16,774

	As at 31.03.2017	As at 31.03.2016
13 LONG TERM LOANS & ADVANCES		
Advance with Capital First Commodities Ltd (Subject to Confirmation)	27,96,362	27,96,362
Security Deposits	55,33,734	55,33,734
Group Gratuity Fund	13,10,159	14,44,875
	96,40,255	97,74,971

Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

	As at 31.03.2017	As at 31.03.2016
14 INVENTORIES		
(as taken, valued & certified by the management)		
Finished Goods		
Stock of Tea	1,53,14,871	2,81,55,539
Stores & Packing Materials	25,000	25,000
Coal	0	54,91,800
Shares	94,65,263	88,05,263
	2,48,05,134	4,24,77,602
15 TRADE RECEIVABLES (UNSECURED, CONSIDERED GOOD)		
Trade Receivable Outstanding for a period less than 6 months from the date they are due for payment	1,96,15,911	1,57,98,081
Trade Receivable (overdue for a period exceeding six months)	1,29,71,638	72,69,304
	3,25,87,549	2,30,67,385
16 CASH & BANK BALANCES		
(i) Cash and Cash Equivalents		
(a) Balances with Banks	25,77,569	1,77,957
(b) Cash on Hand (as certified by management)	3,88,570	4,90,185
(ii) Other Bank Balances		
(a) Balance with Bank held as Margin Money	24,69,174	14,75,175
(b) Bank Deposits held as collateral	1,02,47,595	95,36,100
(c) Other Bank Deposits	2,32,542	2,32,542
Other bank balances include deposits with maturity period of more than 12 months amounting to Rs. Nil (PY Rs.26,65,923/-)		
	1,59,15,450	1,19,11,959
17 SHORT TERM LOANS & ADVANCES		
Advances recoverable in cash or in kind or value to be received (Unsecured, considered Good)	6,09,44,453	2,01,67,859
Other Advances (Unsecured, Considered Good)		
Export Incentive Receivable	1,40,691	4,60,282
Advance Tax & TDS	52,35,653	20,83,798
Prepaid Expenses	10,53,863	14,40,896
Input Tax Credit Account	0	3,74,723
Rent Receivable	2,11,151	82,752
Income Tax Refundable	8,10,255	8,10,255
	6,83,96,066	2,54,20,565

Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

	For the year ended 31st March, 2017	For the year ended 31st March, 2016
18 REVENUE FROM OPERATIONS		
(i) Sales of Products		
A. Exports:		
Tea	1,05,59,492	1,23,70,500
Coal	-	2,30,34,157
B. High Sea Sales		
Logs/ Fibre Board	85,01,994	1,24,15,562
C. Domestic		
Tea	7,19,76,179	9,30,90,444
Iron & Steel	4,36,82,377	8,88,01,979
Garments	6,42,90,842	5,57,81,290
Misc. Items	20,90,272	
Shares	0	85,80,000
(ii) Other Operating Revenues		
Export Incentive	87,897	0
	20,11,89,053	29,40,73,932
19 OTHER INCOME		
Interest on Loan	19,52,320	5,09,132
Interest on fixed deposits with Banks	9,16,994	7,33,882
Gain on Forex fluctuation, Derivatives	1,36,719	2,85,318
Profit on sale of fixed assets	0	91,74,822
Rent Received	7,91,673	7,91,676
Misc. Receipts	2,84,392	8,60,951
	40,82,098	1,23,55,781
20 PURCHASES OF STOCK IN TRADE		
Tea	5,70,14,375	8,82,04,667
Iron & Steel	4,32,84,567	8,81,08,656
Logs & Fibre Board	83,35,287	1,21,72,119
Garments	6,02,84,606	5,19,29,079
Coal (Purchase Return)	(11,77,200)	(35,10,000)
Misc. Items	11,13,155	0
Shares	0	46,05,263
	16,88,54,790	24,15,09,784
21 CHANGES IN INVENTORIES OF STOCK IN TRADE		
Opening Stock	4,24,77,602	8,94,82,019
Less: Closing Stock	2,48,05,134	4,24,77,602
Decrease/(Increase)	1,76,72,468	4,70,04,417

Notes to Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

	For the year ended 31st March, 2017	For the year ended 31st March, 2016
22 EMPLOYEE BENEFITS EXPENSE		
Salaries and wages	29,52,123	30,07,587
Contribution to Provident Funds and Other Funds	4,19,960	3,78,790
Staff Welfare Expenses	10,410	3,398
	33,82,493	33,89,775

As per Accounting Standard 15 "Employee benefits", the disclosure as defined in the Accounting Standard are given below:

Provident fund and Pension fund are defined contribution schemes and the contributions thereto are charged to Statement of Profit & Loss for the year when the contributions to the respective funds are paid/due.

Group Gratuity Fund is defined contribution scheme. In case of Defined Benefit Plans, the cost of providing the benefit is determined using the Projected Unit Credit Method with actuarial valuation being carried out at each Balance Sheet date.

	As at 31.03.2017	As at 31.03.2016
(i) Reconciliation of opening and closing balances of defined benefit obligation		
Present Value of Obligation at Beginning of year	14,40,547	15,89,200
Interest Cost	98,305	1,18,482
Current Service Cost	1,06,174	1,16,852
Benefits Paid	(2,59,615)	(2,16,346)
Actuarial (gain)/loss on Obligations	4,485	(1,67,641)
Present Value of Obligation at end of Year	13,89,896	14,40,547
(ii) Reconciliation of Opening and closing balances of fair value of plan Asset:		
Fair Value of Plan Asset at Beginning of year	14,44,875	14,95,858
Expected Return on Plan Asset	1,08,366	1,19,669
Contributions	0	52,196
Benefits Paid	(2,59,615)	(2,16,346)
Actuarial gain/(loss) on Plan Asset	16,533	(6,502)
Fair Value of Plan Asset at end of Year	13,10,159	14,44,875
(iii) Reconciliation of present value of Obligation and Fair value of Assets:		
Present Value of obligation at end of year	13,89,896	14,40,547
Fair Value of Plan Asset at end of Year	13,10,159	14,44,875
Funded Status	(79,737)	4,328
Net Asset (Liability) Recognized in Balance Sheet	(79,737)	4,328
(iv) Total expense recognized in Statement of Profit/Loss during the year		
Current Service Cost	1,06,174	1,16,852
Interest Cost	98,305	1,18,482
Expected Return on Plan Asset	1,08,366	1,19,669
Actuarial Gain/(Loss) recognized in the year	(12,049)	(1,61,139)
Expense recognized in statement of Profit & Loss	84,064	(45,474)

Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	For the year ended 31st March, 2017	For the year ended 31st March, 2016
(v) The financial assumption employed for the calculations are as follows:		
Mortality Table	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
Superannuation Age	60 Yrs	60 Yrs
Early Retirement & Disablement	10 Per Thousand P.A 6 above age 45 3 between age 29 & 45 1 below age 29	10 Per Thousand P.A 6 above age 45 3 between age 29 & 45 1 below age 29
Discount Rate	7.5%	8%
Inflation Rate	6%	6%
Return on Asset	7.5%	8%
Remaining Working Life	9 Yrs	8 Yrs
Formula	Projected Unit Credit Method	Projected Unit Credit Method
(vi) Movements in the Liability Recognized in Balance Sheet		
Opening Net Liability	(4,328)	93,342
Expenses as above	84,065	(45,474)
Contributions	0	52,196
Closing Net Liability	79,737	(4,328)
Closing Fund/ Provision at end of year	13,89,896	14,40,547

23 FINANCE COSTS		
Loan Processing Fee	5,95,335	0
Interest Expenses	46,55,142	52,65,119
Bank Charges	2,17,245	7,58,733
	54,67,722	60,23,852

24 OTHER EXPENSES		
Advertisement & Sponsorship	60,778	2,04,574
Auditor's Remuneration	1,15,000	1,14,500
Blending & Packing Charges	1,19,000	2,36,500
Business Promotion Expenses	3,47,561	3,91,017
Brokerage	9,85,931	0
Clearing & Forwarding Charges	4,47,193	1,236
Consultancy Charges	22,000	18,000
Directors Sitting Fees	37,500	10,500
Electricity Charges	2,24,911	2,86,427
Filing Fees	10,800	7,100
Freight Expenses	6,63,651	2,76,065
Inspection & testing	68,759	0
Insurance	2,02,817	1,85,170
Legal, Professional & Listing Expenses	11,06,960	6,75,650
Local Transportation Charges	0	22,050

Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Misc. Expenses	52,125	1,36,559
Office Expenses	2,73,952	4,00,147
Postage & Telegram	52,087	34,919
Printing & stationery	1,62,530	1,45,593
Rent, Rates & Taxes	4,75,632	5,12,459
Repairs & Maintenance	76,735	55,809
Subscription & Donation	4,95,664	4,11,522
Telephone Expense	2,29,917	1,57,663
Travelling & conveyance	1,69,942	10,11,714
Vehicle Maintenance Charges	5,31,145	3,40,456
	69,32,590	56,35,630
25 EARNING PER SHARE (EPS)		
i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹)	16,47,775	16,69,707
ii) Weighted Average number of equity shares	1,00,00,000	1,00,00,000
iii) Basic and Diluted Earning per share (₹)	0.16	0.17
iv) Face Value per equity share (₹)	10	10
26 AUDITORS REMUNERATION		
i) Statutory Audit Fees	86,250	85,875
ii) Tax Audit Fees	28,750	28,625
	1,15,000	1,14,500
27 VALUE OF IMPORTS ON CIF BASIS		
Fibre Boards	1,00,89,374	1,21,72,119
	1,00,89,374	1,21,72,119
28 EARNINGS IN FOREIGN EXCHANGE		
Export of Goods on FOB Basis	1,06,12,468	2,27,58,092
	1,06,43,478	2,27,58,092
29 EXPENSES IN FOREIGN EXCHANGE		
Tours & Travelling	-	2,82,205
	-	2,82,205

Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

30. Contingent Liabilities not provided for

	2016-17	2015-16
a) Disputed Demands not acknowledged as debts-		
Demand under Income Tax Act, 1961 for Assessment years 2009-10, 2010-11, 2011-12, 2012-13, 2013-14 and 2014-15, the matter is pending before Commissioner of Income Tax (Appeals)	Nil	1,15,97,731
b) Corporate Guarantees given on behalf of Asian Tea Company Pvt. Ltd.	35,00,00,000	35,00,00,000

31. The Company has provided/written off ₹ 43,14,600/- for the loss of inventory of coal due to flood.

32. Balance of Trade Receivables, Trade Payables, Loans, Advances and Deposits:

- As per the policy of management each year actual bad debts are ascertained after the consideration and they are written off.
- Some of the balances of Loans, Debtors, Creditors and Deposits & Advances are subject to confirmation from the respective parties.

33. The company has non-current investments in Unquoted Equity shares (excluding investment in Subsidiaries and Associates) amounting to Rs. 2,23,64,610/-. The said investments continue to be valued at cost. Due to non-availability of audited financial statements for the Financial Year 2016-17, the company has relied on the audited financial statements for the year ended 31st March 2016 where there is a decline in the value of the investment amounting to Rs. 56,87,000/-. However, the company has not made any provision for diminution in value of investment as required under Accounting Standard 13 as in the view of the management these investments are long term and such diminution is temporary in nature.

34. Segment Reporting as per AS-17 issued by ICAI:

Particulars	Domestic	International	Unallocated	Total
Segment Revenue				
Sales	18,20,39,670 (24,62,53,713)	1,90,61,486 (4,78,20,219)	-- (--)	20,11,01,156 (29,40,73,932)
Other Income	39,45,379 (1,20,70,463)	2,24,616 (2,85,318)	-- (--)	41,69,995 (1,23,55,781)
Total	18,59,85,049 (25,83,24,176)	1,92,86,102 (4,81,05,537)	- (--)	20,52,71,151 (30,64,29,713)
Segment Expenses	18,04,76,262 (25,48,11,962)	1,06,89,287 (4,94,82,153)	69,41,343 (--)	19,81,06,892 (30,42,94,115)
Segment Results	55,08,788 (35,12,214)	85,96,815 (-13,76,616)	-69,41,343 (--)	71,64,259 (21,35,598)
Segment Assets	14,45,34,745 (10,81,99,384)	77,88,917 (76,48,226)	17,67,99,467 (16,29,41,315)	32,91,23,129 (27,87,88,925)
Segment Liability	86,97,731 (11,44,88,925)	15,52,086 (--)	25,99,896 (16,43,00,000)	1,28,49,713 (27,87,88,925)
Cost to Acquire Tangible Fixed Assets	-- (--)	-- (--)	52,825 (56,408)	52,825 (56,408)
Depreciation & Amortization Expenses	-- (--)	-- (--)	4,51,971 (7,30,657)	4,51,971 (7,30,657)

The figures in brackets indicate previous year figures

Notes to Financial Statements as at and for the year ended March 31, 2016 (Contd.)

Note:

- (a) The company is engaged in the business of sale of made tea, Fibre Board, Coal, Iron & Steel items, Garments, Trading in securities, etc. The Products and their applications are homogeneous in nature. The business segments are organized as domestic and international on the basis of geographical segment.
- (b) Segment assets & liabilities, as well as revenue and expenses are directly attributable to the segment.
- (c) All unallocated assets and liabilities and revenue and expenses are treated separately.
- (d) There are no separate reportable secondary segments.
- (e) Accounting policies of the segment are the same as those described in Summary of significant accounting policies as set out in Note No. 1 of Schedule.

35. Related Party Disclosures:

As per Accounting Standard-18, the disclosures of transactions with the related parties are given below:

- i) List of Related Parties where control exists with whom transactions have taken place and relationships:

Name of the Party	Nature of Relation
1. Sarita Nupur Vyapaar Pvt Ltd	Wholly Owned Subsidiary
2. Greenol Laboratories Pvt. Ltd.	
3. Asian Tea Company Pvt Ltd	Associate
4. Hurdeodass Co. Pvt Ltd	
5. Kesavatsapur Tea Company Pvt. Ltd.	
6. Indong Tea Co. Pvt. Ltd.	
7. Asian Capital Market Limited	
8. Chopra Retreaders Pvt. Ltd.	Significant Influence of Key Management Personnel (KMP)
9. Sriram Tokhram Realtors Pvt. Ltd.	
10. TH Infracon Pvt. Ltd.	
11. Inspire Tie Up Pvt. Ltd.	
12. HRG HealthCare Pvt. Ltd.	Key Management Personnel (KMP)
13. Mr. H.R.Garg	
14. Mr. Sunil Garg	
15. Mr. Rajesh Garg	
16. Smt Rama Garg	
17. Mr. Anand Kumar Jha	
18. Ms. Rashi Nagori	Key Management Personnel (KMP) (till August, 2016)

Notes to Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

ii) Transactions during the year and outstanding balance with Related Parties

Nature of Transaction	F.Y.	Subsidiaries	Associate	KMP	Significant Influence of KMP	Total
		(₹)	(₹)	(₹)	(₹)	(₹)
1. Sale of Tea	2016-17	Nil	2,21,86,556.00	Nil	Nil	2,21,86,556.00
	2015-16	Nil	5,62,12,238.00	Nil	Nil	5,62,12,238.00
2. Sale of Shares	2016-17	Nil	Nil	Nil	Nil	Nil
	2015-16	Nil	Nil	36,30,000.00	Nil	36,30,000.00
3. Purchase of Tea	2016-17	Nil	2,08,04,769.25	Nil	Nil	2,08,04,769.25
	2015-16	Nil	3,05,76,838.00	Nil	Nil	3,05,76,838.00
4. Rent Paid	2016-17	3,30,000.00	Nil	Nil	Nil	3,30,000.00
	2015-16	3,30,000.00	Nil	Nil	Nil	3,30,000.00
5. Remuneration	2016-17	Nil	Nil	20,65,911.00	Nil	20,65,911.00
	2015-16	Nil	Nil	23,16,900.00	Nil	23,16,900.00
6. Sitting Fees	2016-17	Nil	Nil	3,750.00	Nil	3,750.00
	2015-16	Nil	Nil	1,500.00	Nil	1,500.00
7. Interest on Loan	2016-17	Nil	Nil	Nil	2,90,579.00	2,90,579.00
	2015-16	Nil	Nil	Nil	Nil	Nil
8. Loan given/ loan repayment	2016-17	Nil	Nil	Nil	3,40,50,000.00	3,40,50,000.00
	2015-16	6,50,000.00	6,03,50,000.00	Nil	Nil	6,10,00,000.00
9. Loan taken/ loan refund	2016-17	Nil	Nil	Nil	1,69,50,000.00	1,69,50,000.00
	2015-16	6,50,000.00	7,21,30,750.00	Nil	Nil	7,27,80,750.00
10. Advance Given	2016-17	Nil	Nil	41,100.00	Nil	41,100.00
	2015-16	Nil	Nil	Nil	Nil	Nil
11. Outstanding Balance of loan	2016-17	Nil	Nil	Nil	1,83,68,076.00	1,83,68,076.00
	2015-16	Nil	10,06,555.00	Nil	Nil	10,06,555.00
12. Debtors repayment	2016-17	Nil	Nil	Nil	42,34,885.00	42,34,885.00
	2015-16	Nil	Nil	Nil	Nil	Nil
13. Collateral Securities of Office Premises & warehouse	2016-17	4,32,00,000.00	Nil	Nil	Nil	4,32,00,000.00
	2015-16	4,32,00,000.00	Nil	Nil	Nil	4,32,00,000.00
14. Investment in Shares	2016-17	Nil	1,03,72,720.00	Nil	17,80,000.00	17,80,000.00
	2015-16	Nil	Nil	Nil	Nil	Nil

36. Based on the intimation received by the company and information & explanations given to us none of the suppliers have confirmed to be registered under "The Micro, Small and Medium Enterprises Development Act, 2006". Accordingly the disclosures relating to amounts unpaid as at the year ended together with interest paid or payable is not required to be furnished.

Notes to Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

37. Disclosure regarding details of SBNs held and transacted during the period from 8th November, 2016 to 30th December, 2016:

Particulars	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 08.11.2016	48,00,000	93,615	48,93,615
Add: Permitted Receipts (including cash withdrawals from bank)	Nil	1,79,943	1,79,943
Less: Permitted Payments	Nil	20,878	20,878
Less: Amount Deposited in Banks	48,00,000	Nil	48,00,000
Closing cash in hand as on 30.12.2016	Nil	2,52,680	2,52,680

38. The previous year figures have also been regrouped, rearranged, and reclassified wherever necessary.
39. The information as required to be furnished pursuant to the General Instructions to Part I & Part II of the Schedule III to the Companies Act, 2013 have been given to the extent applicable.

Signature to Notes "1" to "39"

As per our Report of even date

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm Registration No. 316112E

M. Agarwal
Partner
Membership No. 52474

Place : Kolkata
Dated : 30th May, 2017

For & on behalf of the Board

H. R. Garg
Managing Director

Sunil Garg
Director

Rashi Nagori
Company Secretary

Rajesh Garg
Chief Financial Officer

Consolidated Accounts

Independent Auditors' Report

To the Members of
Asian Tea and Exports Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Asian Tea and Exports Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associates, comprising of the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Independent Auditors' Report *(Contd.)*

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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, of the consolidated state of affairs of the Group and its associates as at 31st March, 2017, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements of Two (2) subsidiaries, whose financial statements reflect total assets of Rs. 999.13 lakhs as at 31st March, 2017, total revenues of Rs. 13.93 lakhs and net cash flows amounting to Rs. (14.91 lakhs) for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss of Rs. 3.97 lakhs for the year ended 31st March, 2017, as considered in the consolidated financial statements, in respect of Three (3) associates, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries and associates, is based solely on the reports of the other auditors except for Two Associates, viz., Hurdeodass Company Private Limited and Kesavatsapur Tea Company Private Limited whose share of Net Profit has been considered on provisional basis.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies incorporated in India, none of the directors of the Group companies and its associate companies incorporated in India is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

Independent Auditors' Report *(Contd.)*

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The company has disclosed the impact of pending litigations on its financial position in its financial statements in Note 35 to the financial statements.
 - ii. The Group and its associates did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiary companies and associate companies incorporated in India.

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm's Registration No. 316112E

M. Agarwal
Partner

Membership No. : 52474

Place : Kolkata
Date : 30th May, 2017

Annexure - A

In conjunction with our audit of the consolidated financial statements of Asian Tea and Exports Limited (“the Holding Company”) as of and for the year ended March 31, 2017, we have audited the internal financial controls over financial reporting of Asian Tea and Exports Limited (hereinafter referred to as the “Holding Company”), its subsidiary companies and its associate companies, which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary companies and its associate companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance 168 Note require we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility

Annexure - A *(Contd.)*

of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, its subsidiary companies and its associate companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to Two (2) subsidiary companies and Three (3) associate companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm's Registration No. 316112E

M. Agarwal
Partner

Membership No. : 52474

Place : Kolkata
Date : 30th May, 2017

Consolidated Balance Sheet as at 31st March, 2017

	Note No.	As at 31.03.2017	As at 31.03.2016
I EQUITY & LIABILITIES			
1 Shareholders' Fund			
(a) Share Capital	2	10,00,00,000	10,00,00,000
(b) Reserves & Surplus	3	23,55,19,608	22,54,31,066
2 Share Application Money pending allotment		-	-
3 Non Current Liabilities			
(a) Long term borrowings	4	3,72,95,596	-
(b) Other Long term Liabilities	5	17,25,000	15,00,000
(c) Long term provisions	6	3,54,570	4,18,320
4 Current Liabilities			
(a) Short term borrowings	7	2,87,44,521	1,62,21,843
(b) Trade payables	8		
i) Total outstanding dues of micro enterprises and small enterprises		-	-
ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		1,17,70,451	1,76,28,666
(c) Other current liabilities	9	61,59,393	30,24,742
(d) Short-term provisions	10	22,45,326	15,82,227
TOTAL		42,38,14,465	36,58,06,864
II ASSETS			
1 Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	11	7,47,27,372	7,87,01,976
(ii) Intangible Assets (Goodwill on consolidation)		3,32,32,437	3,32,32,437
(b) Non-Current Investments	12	16,30,44,418	14,04,36,902
(c) Deferred Tax Assets (Net)	13	31,74,215	18,32,162
(d) Long term loans & advances	14	41,40,255	42,74,971
2 Current Assets			
(a) Inventories	15	2,73,98,884	4,39,81,352
(b) Trade Receivables	16	3,25,87,549	2,34,59,085
(c) Cash and bank balances	17	1,68,54,285	1,42,69,851
(d) Short term loans & advances	18	6,86,55,050	2,56,07,507
(e) Other current Assets	19	-	10,621
TOTAL		42,38,14,465	36,58,06,864
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 43		

As per our Report of even date

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm Registration No. 316112E

M. Agarwal
Partner
Membership No. 52474

Place : Kolkata
Dated : 30th May, 2017

For & on behalf of the Board

H. R. Garg
Managing Director

Sunil Garg
Director

Rashi Nagori
Company Secretary

Rajesh Garg
Chief Financial Officer

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

	Note No.	For the year ended 31st March, 2017	For the year ended 31st March, 2016
INCOME			
I Revenue from operations	20	20,11,89,053	29,44,65,632
II Other Income	21	51,45,362	1,44,69,997
III Total Revenue (I + II)		20,63,34,415	30,89,35,629
IV EXPENSES			
Purchases of stock in-trade	22	16,99,44,790	24,15,09,784
Changes in inventories of stock in trade	23	1,65,82,468	4,70,60,667
Employee benefits expense	24	34,29,525	39,11,735
Finance Costs	25	56,71,068	64,28,706
Depreciation and Amortization Expense	26	15,96,967	20,94,078
Other expenses	27	76,26,823	64,10,533
Total Expenses		20,48,51,641	30,74,15,503
V Profit before exceptional and extraordinary items and tax (III - IV)		14,82,774	15,20,126
VI Exceptional Item		-	-
VII Profit before extraordinary items & Tax (V - VI)		14,82,774	15,20,126
VIII Extraordinary Items		-	-
IX Profit before tax (VII - VIII)		14,82,774	15,20,126
X Tax Expense			
(1) Current Tax		7,50,000	5,10,000
(2) Deferred Tax		(13,42,053)	30,793
(3) Earlier Year Taxes		(10,000)	78,841
XI Profit after tax before Minority Interest and Share of Profit of Associates (IX - X)		20,84,827	9,00,492
XII Minority Interest		-	-
XIII Share of Profit of Associates		1,04,44,797	1,54,11,714
XIV Profit After Tax, Minority Interest and Share of Profit of Associates (XI - XII - XIII)		1,25,29,624	1,63,12,206
XV Earning per equity share	28		
(1) Basic		1.25	1.63
(2) Diluted		1.25	1.63
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 43		

As per our Report of even date

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm Registration No. 316112E

For & on behalf of the Board

M. Agarwal
Partner
Membership No. 52474

H. R. Garg
Managing Director

Sunil Garg
Director

Place : Kolkata
Dated : 30th May, 2017

Rashi Nagori
Company Secretary

Rajesh Garg
Chief Financial Officer

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

	As at 31.03.2017		As at 31.03.2016	
(A) CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before Tax and Extra-ordinary Items		14,82,774		15,20,126
Adjustments for				
Depreciation	15,86,346		20,83,458	
Preliminary Expenses Written Off	10,621		10,620	
Interest Received on Loan	(19,52,320)		(5,09,132)	
Profit on sale of Fixed Assets	-	(3,55,353)	(94,27,659)	(78,42,713)
Operating Profit before Working Capital Changes				
		11,27,421		(63,22,587)
Adjustments for				
Trade and Other Receivables	(5,09,41,291)		1,12,13,073	
Inventories	1,65,82,468		4,70,60,667	
Trade and Other Payables	(26,49,215)	(3,70,08,038)	(2,18,60,792)	3,64,12,948
Cash Generated from Operations		(3,58,80,617)		3,00,90,361
Income Tax Paid		(10,89,998)		(18,00,000)
Cash Flow before Extra Ordinary Items		(3,69,70,615)		2,82,90,361
Income/(Expenses) pertaining to previous year		-		-
Net Cash from Operating Activities		(3,69,70,615)		2,82,90,361
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets		(52,825)		(56,408)
Sale of Fixed Assets		-		1,28,50,000
Purchase of Investments		(1,21,62,720)		(29,19,000)
Interest Received on Loan		19,52,320		5,09,132
Net Cash Used In Investing Activities		(1,02,63,225)		1,03,83,724

Consolidated Cash Flow Statement for the year ended 31st March, 2017 (Contd.)

	As at 31.03.2017		As at 31.03.2016	
(C) CASH FLOW FROM FINANCIAL ACTIVITIES				
Borrowings (Repaid) / Taken		4,98,18,274		(3,72,98,627)
Net Cash Generated From/(Used in) Financing Activities		4,98,18,274		(3,72,98,627)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)		25,84,434		13,75,458
Opening Cash & Cash Equivalents		1,42,69,851		1,28,94,393
Closing Cash & Cash Equivalents		1,68,54,285		1,42,69,851
Summary of Closing Cash & Cash Equivalents				
Cash & Cash Equivalent		1,68,54,285		1,42,69,851
Less : Bank Overdrafts		-		-
Net Closing Cash & Cash Equivalent		1,68,54,285		1,42,69,851

Notes :

- (i) The above cash flow statement has been prepared under the Indirect Method as set out in the Accounting Standard - 3 on Cash Flow Statements issued by The Institute of Chartered Accountants of India.
- (ii) Previous years figures have been re-arranged/re-grouped wherever necessary.

As per our Report of even date

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm Registration No. 316112E

M. Agarwal
Partner
Membership No. 52474

Place : Kolkata
Dated : 30th May, 2017

For & on behalf of the Board

H. R. Garg
Managing Director

Rashi Nagori
Company Secretary

Sunil Garg
Director

Rajesh Garg
Chief Financial Officer

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017

1 SIGNIFICANT ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION

The Consolidated financial statements of the company and its subsidiaries are prepared under historical cost convention and following fundamental accounting assumptions namely going concern, consistency and accrual so as to comply with the mandatory accounting standards issued by The Institute of Chartered Accountants of India and referred to Section 133 of the Companies Act, 2013 read with Companies (Accounting Standards) Amendment Rules, 2016. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year.

1.2 BASIS OF CONSOLIDATION:

- i. The financial statements of the subsidiary companies used in the consolidation are drawn upto the same reporting date as the company i.e. year ended March 31, 2017 and are prepared based on the accounting policies consistent with those used by the company.
- ii. The financial statements of the group have been prepared in accordance with the Accounting Standard 21- "Consolidated Financial Statements" Notified under the Companies (Accounting Standards) Rules 2006, as amended and other generally accepted accounting policies in India.
- iii. The consolidated Financial Statements have been prepared on the following basis:
 - a) The financial statements of the company and its subsidiaries have been combined on a line by line basis by adding together like items of assets, liabilities, income and expenses. The intra group Balances and unrealized profits and losses, if any have been fully eliminated.
 - b) The excess of cost to the company of its investments in the subsidiary companies over its share of equity of the subsidiary companies, at the date on which the investments in the subsidiary companies are made, is recognized as "Goodwill", being an asset in the consolidated financial statements.
 - c) The consolidated financial statements include the share of profit or loss of the associate companies which has been accounted as per the equity method and accordingly, the share of profit or loss of the associate companies (the loss being restricted to the cost of investment) has been added to/deducted from the cost of investments. An associate is an enterprise in which the investor has significant influence and which is neither a subsidiary nor a joint venture of the investor.
- iv. The List of subsidiary companies which are included in the consolidation and the parent company's holding therein are as under:

Name of the Company	Country of incorporation	Ownership interest
Sarita Nupur Vyappar Private Limited	India	100%
Greenol Laboratories Private Limited	India	100%

The List of associate companies which are included in the consolidation and the parent company's holding therein are as under:

Name of the Company	Country of incorporation	Ownership interest
Kesavatsapur Tea Co. (P) Ltd	India	40.79 %
Asian Tea Co. Pvt Limited	India	40.43 %
Hurdeodass Tea Co. Pvt Ltd	India	27.19 %
Indong Tea Co. Pvt Ltd	India	20.31%

1.3 USE OF ESTIMATES

The preparation of financial statements require judgments, estimates and assumptions to be made that

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

affect the reported amount of assets and liabilities including contingent liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between actual results and estimates are recognized in the period in which the results are known/materialized.

1.4 INVENTORIES

Inventories are stated at lower of cost or net realizable value except for Shares which are determined at Cost. Cost is determined using FIFO method and comprises of the purchase price including duties and taxes, freight inward and other expenditure directly attributable to the acquisition, but excluding trade discount and other rebates.

1.5. REVENUE RECOGNITION

In compliance with the requirement of accrual system of accounting following standards have been set out and are being followed over years:

- a) Sale is recognized when the ownership and control has been transferred to the prospective buyer provided there is no significant uncertainty in collection of the amount of consideration.
- b) In case of benefit of DEPB, income is recognized after obtaining the license from the concerned authorities.
- c) Revenue from interest is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.
- d) Income from Investments/Other Income is recognized on accrual basis.
- e) Having regard to the size of operations and nature and complexities of company's business, in management's opinion the above are the reasonable standards of applying the accrual system of accounting required by the law.

1.6. PROPERTY, PLANT AND EQUIPMENT

- a) All classes of Property, Plant and Equipment are stated as per the Cost Model.
The carrying amount is stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price, import duties and other taxes, excluding those subsequently recoverable, improvement cost, self constructed cost thereto, and any attributable cost of bringing the asset to its working condition for its intended use.
- b) Depreciation on Property, Plant and Equipment is provided on historical cost as per Written down Value Method. Depreciation for the current year is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 which in the view of the management is reasonable based on the life the asset is expected to be used.

Depreciation on revalued amount of Fixed Assets have been adjusted with Revaluation Reserve.

1.7. FOREIGN CURRENCY TRANSACTIONS:

- a) **Initial Recognition:** Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency on the date of transaction.
- b) **Conversion:** The company has been consistently following the practice of stating the foreign currency monetary items at book value and not reporting the same at the year-end closing rate.
- c) **Exchange Differences:** Exchange difference arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.

1.8. INVESTMENTS

Current Investments are stated at lower of cost and fair value. Long-term Investments intended to be held for more than a year are classified as non-current investments, and are carried at cost. However, provision

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 *(Contd.)*

for diminution in value, other than temporary, has been recognized, wherever necessary.

Investments other than in subsidiaries and associates have been accounted as Accounting Standard-13 "Accounting for Investments".

Investment in associates have been accounted under the equity method as per AS-23- "Accounting for Investments in associates in Consolidated Financial Statements" issued by the Companies (Accounting Standard) Rules 2006.

1.9. EMPLOYEE BENEFITS:

All employee benefits falling due wholly within twelve months of rendering service are classified as short term benefits. The benefits like salaries, wages, Leave Encashment, etc are recognized in the period in which the employee renders the related service.

Defined Contribution Plan consists of Provident Fund Scheme and Employees' State Insurance Scheme. Company's contribution paid/payable during the year under the schemes are recognized as expense in the Statement of Profit and Loss. There are no other obligations other than the contribution made by the Company.

The Employees' Gratuity Scheme is the Defined Benefit Plan of the Company, The present value of the obligation under such plan is determined based on the actuarial valuation using the Projected Unit Credit Method. Actuarial gains and losses on such valuation are recognized immediately in the Statement of Profit and Loss. In case of funded defined benefit plan, the fair value of the plan assets is reduced from the gross obligation to recognize the obligation on net basis.

1.10. EARNINGS PER SHARE

Basic & Diluted earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period as per Accounting Standard-20 issued by The Institute of Chartered Accountants of India.

1.11. TAXATION & DEFERRED TAX

Tax expense comprises both current and deferred taxes. Current tax is measured at the amount expected to be paid to the taxation authorities, using the applicable tax rates and tax laws. Deferred tax is recognized for all the timing differences subject to the consideration of prudence in respect of deferred tax assets and measured using the tax rates and tax laws enacted by the balance sheet date. Unrecognized deferred tax assets of earlier years are reassessed and recognized to the extent it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

1.12. IMPAIRMENT OF ASSETS (AS-28) :

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of the recoverable amount.

1.13. PROVISIONS, CONTINGENT LIABILITIES & CONTINGENT ASSETS :

Provisions are recognized for present obligation as a result of past events where it is probable that outflow of resources will be required to settle the obligation, and in respect of which a reliable estimate can be made at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent Liabilities not provided for are disclosed in the notes to the Financial Statements. Contingent Assets are neither recognized nor disclosed in the financial statements.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	As at 31.03.2017	As at 31.03.2016
2 SHARE CAPITAL		
Authorised		
3,00,00,000 Equity Shares of Rs.10/- each (Previous year 3,00,00,000 Equity Shares of Rs.10/- each)	30,00,00,000	30,00,00,000
	30,00,00,000	30,00,00,000
Issued, Subscribed and Paid-up		
1,00,00,000 Equity Shares of Rs.10/- each fully paid up (Previous year 1,00,00,000 Equity Shares of Rs.10/- each)	10,00,00,000	10,00,00,000
	10,00,00,000	10,00,00,000
The Reconciliation of the number of shares outstanding is set out below	No. of shares	No. of shares
Equity Shares at the beginning of the year	1,00,00,000	1,00,00,000
Add: Issued during the year	-	-
Equity Shares at the end of the year	1,00,00,000	1,00,00,000
The details of Shareholders holding more than 5% shares	No. & % of shares	No. & % of shares
Name of the Shareholders:		
Asian Capital Market Limited	1631833 (16.32)	1626659 (16.27)
Hariram Garg	794287 (7.94)	804290 (8.04)
Greenex Chemicals Pvt Ltd	658480 (6.58)	658480 (6.58)
Kanchan Wood Products Pvt Ltd	593401 (5.93)	593401 (5.93)
Asian Housing & Constructions Pvt Ltd	288980 (2.89)	288980 (2.89)
Sunil Garg	634998 (6.35)	634998 (6.35)
Sita Garg	521972 (5.22)	521972 (5.22)
Terms, Rights, Preference and Restrictions attached to Equity Shares		
The company has only one class of equity shares having a par value of ₹ 10/- each. Each holder of equity shares is entitled to one vote per share.		
3 RESERVES & SURPLUS	As at 31.03.2017	As at 31.03.2016
(a) Securities Premium Reserve		
Balance as per last Account	6,30,00,000	6,30,00,000
Additions during the year	-	-
Sub-Total (a)	6,30,00,000	6,30,00,000
(b) General Reserve		
Balance as per last account	13,00,000	13,00,000
Sub-Total (b)	13,00,000	13,00,000
(c) Surplus In the Statement of Profit and Loss		
Balance as per last account	12,29,21,481	10,66,09,275
Additions during the year	1,25,29,624	1,63,12,206
Sub-Total (c)	13,54,51,105	12,29,21,481

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	As at 31.03.2017	As at 31.03.2016
(d) Revaluation Reserve		
Balance as per last account	3,82,09,585	4,08,38,203
Less: Adjustment of Depreciation on write up value of assets	24,41,082	26,28,618
Sub-Total (d)	3,57,68,503	3,82,09,585
Grand Total	23,55,19,608	22,54,31,066
4 LONG TERM BORROWINGS (SECURED)		
Term Loan		
From Bank		
HDFC Bank Limited	-	3,06,987
(Secured against hypothecation of car)		
Terms of Repayment: 36 Equalised Monthly Installments		
Kotak Mahindra Bank	3,98,01,919	-
(Secured Against hypothecation of Property of Subsidiary)		
Terms of Repayment: 120 Equalised Monthly Installments		
(Loan guaranteed by Managing Director, Whole Time Director and Other Third Parties)		
Less : Current maturities of Long term borrowings classified as Other current liabilities	25,06,323	3,06,987
	3,72,95,596	-
5 OTHER LONG TERM LIABILITITES		
Security Deposits against Office	17,25,000	15,00,000
	17,25,000	15,00,000
6 LONG TERM PROVISIONS		
Provisions for Gratuity	3,54,570	4,18,320
	3,54,570	4,18,320
7 SHORT TERM BORROWINGS (SECURED)		
Loans repayable on demand :		
From Banks -		
State Bank of India		
Cash Credit account	2,55,35,102	1,25,05,202
(Secured by hypothecation charge on all current assets covering all stock in trade at company's godown, procurement centres, goods in transit, goods with company's agent/ representative etc. domestic and export receivable and other current assets present and future and collateral security in the form of equitable mortgage of properties lying in the name of Greenol Laboratories Pvt Ltd and fixed assets and personal guarantee of Managing Director, Whole-time Director and Subsidiary, Greenol Laboratories Pvt Ltd).		
From Other Parties :		
From Related Parties	32,09,419	37,16,641
	2,87,44,521	1,62,21,843

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

	As at 31.03.2017	As at 31.03.2016
8 TRADE PAYABLES		
i) Total outstanding dues of micro enterprises and small enterprises		
For Goods purchased	-	-
For Services received	-	-
ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		
For Goods purchased	1,11,90,120	1,60,24,513
For Services received	5,80,331	16,04,153
	1,17,70,451	1,76,28,666
9 OTHER CURRENT LIABILITIES		
Current Maturities of long term borrowings (refer Note No. 4)	25,06,323	3,06,987
Advances from Customers	5,76,085	8,46,078
Other Payables	30,76,985	18,71,677
	61,59,393	30,24,742
10 SHORT TERM PROVISIONS		
Provisions for Income Tax	12,10,000	5,60,000
Provisions for Gratuity	10,35,326	10,22,227
	22,45,326	15,82,227

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

11 FIXED ASSETS (Tangible)											
PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK				
	As at 01.04.2016	Additions during the year	Deductions/ Adjustments	Total Cost as At 31.03.2017	upto 31.03.2016	During the year	Adjustment during the year	Total as at 31.03.2017	As at 31.03.2017	As at 31.03.2016	
Freehold Land	2,11,53,610	-	-	2,11,53,610	-	-	-	-	2,11,53,610	2,11,53,610	
Building (Warehouse)	1,78,14,359	-	-	1,78,14,359	35,82,748	6,86,136	-	42,68,884	1,35,45,475	1,42,31,611	
Premises -Leasehold (Unit No.503)	1,41,08,315	-	-	1,41,08,315	40,96,886	6,42,734	-	47,39,620	93,68,695	1,00,11,430	
Premises -Leasehold (Unit No.504)	1,45,76,514	-	-	1,45,76,514	42,20,256	6,64,872	-	48,85,128	96,91,386	1,03,56,258	
Premises -Leasehold (Unit No.505)	2,64,43,735	-	-	2,64,43,735	75,57,993	12,14,353	-	87,72,346	1,76,71,389	1,88,85,742	
Tea Plantation at N.B.University	15,17,840	-	-	15,17,840	-	-	-	-	15,17,840	15,17,840	
Office Equipments	31,05,991	25,525	18,49,331	12,82,185	29,85,052	34,265	18,49,331	11,69,986	1,12,199	1,20,939	
Furniture & Fixtures	18,39,552	-	5,77,755	12,61,797	13,93,145	1,31,299	5,77,755	9,46,689	3,15,108	4,46,407	
Vehicles	91,38,497	-	15,18,238	76,20,259	71,62,607	6,50,744	15,18,238	62,95,113	13,25,146	19,75,890	
Computers	8,63,721	27,300	8,18,740	72,281	8,61,472	3,025	8,18,740	45,757	26,524	2,249	
TOTAL	11,05,62,134	52,825	47,64,064	10,58,50,895	3,18,60,159	40,27,428	47,64,064	3,11,23,523	7,47,27,372	7,87,01,976	
Previous Year	11,57,92,472	1,13,047	53,43,386	11,05,62,133	2,90,69,129	47,12,074	19,21,046	3,18,60,157	7,87,01,976		

Note :

Relates to adjustment of Assets written off in earlier year.

Note : Depreciation of ₹ 26,28,617/- (P.Y. ₹ 26,21,624/-) on Revalued assets of ₹ 5,33,57,267/- adjusted with revaluation reserve.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

	As at 31.03.2017			As at 31.03.2016		
	Face Value	No. of Eq. sh.	Amount (₹)	Face Value	No. of Eq. sh.	Amount (₹)
12 NON-CURRENT INVESTMENTS (TRADE)						
(A) in Equity shares of Associate Companies unquoted fully paid up						
Asian Tea Company Private Limited	10	1,98,125	6,90,21,182	10	1,98,125	5,81,79,430
Hurdeodass Co. (P) Ltd.	10	1,04,000	76,21,287	10	1,04,000	75,12,529
Indong Tea Co. Pvt Ltd	10	10,37,272	96,05,954			-
Kesavatsapur Tea Company (P) Ltd.	10	31,00,000	3,35,49,833	10	31,00,000	3,32,88,780
(B) in Equity shares- unquoted fully paid up						
Asian Capital Market Limited	10	52,000	31,75,000	10	52,000	31,75,000
Asian Housing & Infrastructure (P) Ltd	10	2,09,750	47,43,677	10	2,09,750	47,43,677
Doyapore Tea & Industries Pvt Ltd	10	1,91,675	1,94,89,235	10	1,91,675	1,94,89,235
Greenex Chemicals Private Limited	100	19,800	8,16,890	100	1,800	4,56,890
Inspire Tie UP P Ltd	10	30,000	3,00,000			-
IBM Finance & Investment Pvt Limited	10	83,400	29,19,000	10	83,400	29,19,000
Kanchan Wood Products Private Limited	10	80,000	8,00,000	10	80,000	8,00,000
Azambad Tea Co. (P) Ltd.	10	3,800	6,06,625	10	3,800	6,06,625
TH Infracon Pvt Ltd	10	60,000	6,00,000			-
HRG Health Care Pvt Ltd	10	66,500	6,65,000			-
Maharaja Barter Pvt Ltd	10	17,500	1,75,000			-
Mittal Tex Fab (P) Ltd.	10	14	240	10	14	240
Prachi Mittal Creations (P) Ltd	10	10,510	4,88,550	10	10,510	4,88,550
S.T.Buildcon Pvt Ltd	10	84,000	18,00,000	10	64,000	16,00,000
Sita Plantations Private Limited	10	54,750	24,00,000	10	54,750	24,00,000
Sky View Dealtrade Pvt Ltd	10	29,000	21,75,000	10	29,000	29,00,000
Sriram Tokhram Tea Vanijya Pvt Ltd	10	26,500	12,15,000	10	5,000	10,00,000
Swati Nippon Private Limited	10	10,000	1,00,000	10	10,000	1,00,000
Ultrafocus Developers Pvt Ltd	10	10,000	1,00,000	10	10,000	1,00,000
Everlasting Procon Pvt Ltd	10	20,000	2,00,000	10	20,000	2,00,000
Upmost Retails Pvt Ltd	10	10,000	1,00,000	10	10,000	1,00,000
Ultrashine Marketing Pvt Ltd	10	10,000	1,00,000	10	10,000	1,00,000
Moonview Marcom Pvt Ltd	10	10,000	1,00,000	10	10,000	1,00,000
(C) Other Investment						
Gold Coin (69 Gram) -9 Pcs			1,76,945			1,76,945
			16,30,44,418			14,04,36,902

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	As at 31.03.2017	As at 31.03.2016
13 DEFERRED TAX (NET)		
Deferred tax b/f	18,32,162	18,62,955
Add/Less: Arising out of depreciation	13,42,053	(30,793)
	31,74,215	18,32,162
14 LONG TERM LOANS & ADVANCES (Unsecured, Considered Good)		
Advance with Capital First Commodities Ltd (Subject to Confirmation)	27,96,362	27,96,362
Security Deposits	33,734	33,734
Group Gratuity Fund	13,10,159	14,44,875
	41,40,255	42,74,971
15 INVENTORIES		
(as taken, valued & certified by the management)		
Finished Goods		
Stock of Tea	1,53,14,871	2,81,55,539
Stores & Packing Materials	25,000	25,000
Coal	-	54,91,800
Shares	1,20,59,013	1,03,09,013
	2,73,98,884	4,39,81,352

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	As at 31.03.2017	As at 31.03.2016
16 TRADE RECEIVABLES (Unsecured, Considered Good)		
Trade Receivable Outstanding for a period less than 6 months from the date they are due for payment	1,96,15,911	1,61,89,781
Trade Receivable (overdue for a period exceeding six months)	1,29,71,638	72,69,304
	3,25,87,549	2,34,59,085
17 CASH & BANK BALANCES		
(i) Cash and Cash Equivalents		
(a) Balances with Banks	29,26,961	16,24,296
(b) Cash on Hand (as certified by management)	9,78,013	14,01,738
(ii) Other Bank Balances		
(a) Balance with Bank held as Margin Money	24,69,174	14,75,175
(b) Bank Deposits held as collateral	1,02,47,595	95,36,100
(c) Other Bank Deposits	2,32,542	2,32,542
Other bank balances include deposits with maturity period of more than 12 months amounting to Rs. Nil (P.Y Rs.26,65,923/-)		
	1,68,54,285	1,42,69,851
18 SHORT TERM LOANS & ADVANCES		
Advances recoverable in cash or in kind or value to be received (Unsecured, considered Good)	6,09,44,453	2,01,67,858
Other Advances (Unsecured, Considered Good)		
Export Incentive Receivable	1,40,691	4,60,282
Advance Tax & TDS	53,68,152	22,39,798
Prepaid Expenses	10,89,422	14,71,839
Income Tax Paid under Dispute	90,926	-
Input Tax Credit Account	-	3,74,723
Rent Receivable	2,11,151	82,752
Income Tax Refundable	8,10,255	8,10,255
	6,86,55,050	2,56,07,507

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	For the year ended 31st March, 2017	For the year ended 31st March, 2016
19 OTHER CURRENT ASSETS		
Preliminary Expenses	-	10,621
	-	10,621
20 REVENUE FROM OPERATIONS		
(i) Sales of Products		
A. Exports:		
Tea	1,05,59,492	1,23,70,500
Coal	-	2,30,34,157
B. High Sea Sales		
Logs/ Fibre Board	85,01,994	1,24,15,562
C. Domestic		
Tea	7,19,76,179	9,30,90,444
Iron & Steel	4,36,82,377	8,88,01,979
Garments	6,42,90,842	5,57,81,290
Misc. Items	20,90,272	-
Shares	-	89,71,700
(ii) Other Operating Revenues		
Export Incentive	87,897	-
	20,11,89,053	29,44,65,632
21 OTHER INCOME		
Agricultural Income	-	2,74,248
Interest on Loan	19,52,320	5,09,132
Interest on bank deposit	9,16,994	7,33,882
Interest on IT Refund	2,310	30,601
Gain on Forex fluctuation, Derivatives & forward contract	1,36,719	2,85,318
Lease Rent Received	2,99,992	-
Profit on Sale of Fixed Assets	-	94,27,659
Miscellaneous Receipts	4,46,354	8,93,481
Rent Received	13,90,673	23,15,676
	51,45,362	1,44,69,997

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	For the year ended 31st March, 2017	For the year ended 31st March, 2016
22 PURCHASES OF STOCK IN TRADE		
Tea	5,70,14,375	8,82,04,667
Iron & Steel	4,32,84,567	8,81,08,656
Logs & Fibre Board	83,35,287	1,21,72,119
Garments	6,02,84,606	5,19,29,079
Coal (Purchase Return)	(11,77,200)	(35,10,000)
Misc. Items	11,13,155	-
Shares	10,90,000	46,05,263
	16,99,44,790	24,15,09,784
23 CHANGES IN INVENTORIES OF STOCK IN TRADE		
Opening Stock	4,39,81,352	9,10,42,019
Less: Closing Stock	2,73,98,884	4,39,81,352
Decrease/(Increase)	1,65,82,468	4,70,60,667
24 EMPLOYEE BENEFITS EXPENSE		
Salaries and wages	29,99,155	35,29,547
Contribution to Provident Funds and Other Funds	4,19,960	3,78,790
Staff Welfare Expenses	10,410	3,398
	34,29,525	39,11,735

As per Accounting Standard 15 "Employee benefits", the disclosure as defined in the Accounting Standard are given below:

Provident fund and Pension fund are defined contribution schemes and the contributions thereto are charged to Statement of Profit & Loss for the year when the contributions to the respective funds are paid/due.

Group Gratuity Fund is defined contribution scheme. In case of Defined Benefit Plans, the cost of providing the benefit is determined using the Projected Unit Credit Method with actuarial valuation being carried out at each Balance Sheet date.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
(i) Reconciliation of opening and closing balances of defined benefit obligation		
Present Value of Obligation at Beginning of year	14,40,547	15,89,200
Interest Cost	98,305	1,18,482
Current Service Cost	1,06,174	1,16,852
Benefits Paid	(2,59,615)	(2,16,346)
Actuarial (gain)/loss on Obligations	4,485	(1,67,641)
Present Value of Obligation at end of Year	13,89,896	14,40,547
(ii) Reconciliation of Opening and closing balances of fair value of plant Asset:		
Fair Value of Plan Asset at Beginning of year	14,44,875	14,95,858
Expected Return on Plan Asset	1,08,366	1,19,669
Contributions	-	52,196
Benefits Paid	(2,59,615)	(2,16,346)
Actuarial gain/(loss) on Plan Asset	16,533	(6,502)
Fair Value of Plan Asset at end of Year	13,10,159	14,44,875
(iii) Reconciliation of present value of Obligation and Fair value of Assets:		
Present Value of obligation at end of year	13,89,896	14,40,547
Fair Value of Plan Asset at end of Year	13,10,159	14,44,875
Funded Status	(79,737)	4,328
Net Asset (Liability) Recognized in Balance Sheet	(79,737)	4,328
(iv) Total expense recognized in Statement of Profit/Loss during the year		
Current Service Cost	1,06,174	1,16,852
Interest Cost	98,305	1,18,482
Expected Return on Plan Asset	1,08,366	1,19,669
Actuarial Gain/(Loss) recognized in the year	(12,049)	(1,61,139)
Expense recognized in statement of Profit & Loss	84,064	(45,474)
(v) The financial assumption employed for the calculations are as follows:		
Mortality Table	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
Superannuation Age	60 Yrs	60 Yrs
Early Retirement & Disablement	10 Per Thousand P.A.	10 Per Thousand P.A.
	6 above age 45	6 above age 45
	3 between age 29 & 45	3 between age 29 & 45
	1 below age 29	1 below age 29

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Discount Rate	7.5%	8%
Inflation Rate	6.0%	6%
Return on Asset	7.5%	8%
Remaining Working Life	9 Yrs	8 Yrs
Formula	Projected Unit Credit Method	Projected Unit Credit Method
(vi) Movements in the Liability Recognized in Balance Sheet		
Opening Net Liability	(4,328)	93,342
Expenses as above	84,065	(45,474)
Contributions	-	52,196
Closing Net Liability	79,737	(4,328)
Closing Fund/ Provision at end of year	13,89,896	14,40,547

	For the year ended 31st March, 2017	For the year ended 31st March, 2016
25 FINANCE COSTS		
Loan Processing Fees	5,95,335	-
Interest Expenses	48,51,678	56,66,524
Bank Charges	2,24,055	7,62,182
	56,71,068	64,28,706

	For the year ended 31st March, 2017	For the year ended 31st March, 2016
26 DEPRECIATION & AMORTIZATION EXPENSES		
Depreciation and Amortisation	40,27,428	47,22,696
Less : Adjustment of Depreciation on write up value of assets	24,41,082	26,28,618
Preliminary Expenses written off	10,621	-
	15,96,967	20,94,078

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	For the year ended 31st March, 2017	For the year ended 31st March, 2016
27 OTHER EXPENSES		
Advertisement & Sponsorship	60,778	2,04,574
Agricultural Income Tax	27,163	-
Auditor's Remuneration	1,50,400	1,48,850
Agricultural Expenses	2,02,700	-
Blending Charges	1,19,000	2,36,500
Brokerage Expenses	10,35,931	-
Business Promotion Expenses	3,47,561	3,91,017
Clearing & Forwarding Charges	4,47,193	1,236
Consultancy Charges	22,000	94,996
Directors Sitting Fees	37,500	-
Electricity Charges	2,62,601	3,50,247
Filing Fees	15,140	-
Freight Expenses	6,63,651	2,76,065
Inspection & testing	68,759	-
Insurance	2,57,421	2,42,398
Legal & Listing Expenses	11,18,960	6,22,094
Loss on Sales of Shares	65,250	-
Local Transportation Charges	-	22,050
Misc. Expenses	53,574	4,82,931
Office Expenses	2,73,952	4,00,147
Postage & Courier Charges	52,087	34,919
Printing & stationery	1,62,530	1,45,593
Professional Fees	25,090	-
Professional tax	2,500	-
Rent,Rates & Taxes	4,79,637	6,69,519
Repairs & Maintenance	90,900	63,309
Security Charges	1,23,097	-
Subscription & Donation	4,95,664	4,11,522
Telephone Expense	2,29,917	1,57,663
Trade License	3,800	-
Travelling & conveyance	1,69,942	10,11,714
Vehicle Maintenance Charges	5,62,125	4,43,189
	76,26,823	64,10,533

28 EARNING PER SHARE (EPS)		
i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹)	1,25,29,624	1,63,12,206
ii) Weighted Average number of equity shares	1,00,00,000	1,00,00,000
iii) Basic and Diluted Earning per share (₹)	1	2
iv) Face Value per equity share (₹)	10	10

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	For the year ended 31st March, 2017	For the year ended 31st March, 2016
29 AUDITORS REMUNERATION		
i) Statutory Audit Fees	1,21,650	1,20,225
ii) Tax Audit Fees	28,750	28,625
	1,50,400	1,48,850

30 VALUE OF IMPORTS ON CIF BASIS		
Fibre Boards	1,00,89,374	1,21,72,119
	1,00,89,374	1,21,72,119

31 EARNINGS IN FOREIGN EXCHANGE		
Export of Goods on FOB Basis	1,06,12,468	2,27,58,092
	1,06,12,468	2,27,58,092

32 EXPENDITURE IN FOREIGN CURRENCY		
Tours & Travelling	-	2,82,205
	-	2,82,205

33. The parent company has acquired the subsidiary companies (Sarita Nupur Vyappar Private Limited and Greenol Laboratories Private Limited) during the financial year 2009-10 and an amount of Rs.3,32,32,437/- has been recognized as goodwill in the consolidated Financial Statements.

34. Intra group transactions include rent payment, interest on loan and security deposit, the transactions have been executed at prevailing market prices therefore no unrealized profit is required to be eliminated from the same.

35. Contingent Liabilities not provided for

	2016-17	2015-16
a) Disputed Demands not acknowledged as debts- Demand under Income Tax Act, 1961 for Assessment years 2009-10, 2010-11, 2011-12, 2012-13, 2013-14 and 2014-15, the matter is pending before Commissioner of Income Tax (Appeals)	Nil	1,15,97,731
b) Corporate Guarantees given on behalf of Asian Tea Company Pvt. Ltd.	35,00,00,000	35,00,00,000

36. The Company has provided/written off Rs. 43,14,600/- for the loss of inventory of coal due to flood.

37. Balance of Trade Receivables, Trade Payables, Loans, Advances and Deposits:

- As per the policy of management each year actual bad debts are ascertained after due consideration and they are written off wherever found necessary.
- Some of the balances of Loans, Debtors, Creditors and Deposits & Advances are subject to confirmation from the respective parties.

38. The company has non-current investments in Unquoted Equity shares (excluding investment in Subsidiaries and Associates) amounting to Rs. 2,23,64,610/-. The said investments continue to be valued at cost. Due to non-availability of audited financial statements for the Financial Year 2016-17, the company has relied

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

on the audited financial statements for the year ended 31st March 2016 where there is a decline in the value of the investment amounting to Rs. 56,87,000/-. However, the company has not made any provision for diminution in value of investment as required under Accounting Standard 13 as in the view of the management these investments are long term and such diminution is temporary in nature.

39. Segment Reporting as per AS-17 issued by ICAI:

Particulars	Domestic (Rs.)	International (Rs.)	Unallocated (Rs.)	Total (Rs.)
Segment Revenue				
Sales	18,20,39,670 (24,62,53,713)	1,90,61,486 (4,78,20,219)	-- (--)	20,11,01,156 (29,40,73,932)
Other Income	39,45,379 (1,20,70,463)	2,24,616 (2,85,318)	-- (--)	41,69,995 (1,23,55,781)
Total	18,59,85,049 (25,83,24,176)	1,92,86,102 (4,81,05,537)	- (--)	20,52,71,151 (30,64,29,713)
Segment Expenses	18,04,76,262 (25,48,11,962)	1,06,89,287 (4,94,82,153)	69,41,343 (--)	19,81,06,892 (30,42,94,115)
Segment Results	55,08,788 (35,12,214)	85,96,815 (-13,76,616)	-69,41,343 (--)	71,64,259 (21,35,598)
Segment Assets	14,45,34,745 (10,81,99,384)	77,88,917 (76,48,226)	17,67,99,467 (16,29,41,315)	32,91,23,129 (27,87,88,925)
Segment Liability	86,97,731 (11,44,88,925)	15,52,086 (--)	25,99,896 (16,43,00,000)	1,28,49,713 (27,87,88,925)
Cost to Acquire Tangible Fixed Assets	-- (--)	-- (--)	52,825 (56,408)	52,825 (56,408)
Depreciation & Amortization Expenses	-- (--)	-- (--)	4,51,971 (7,30,657)	4,51,971 (7,30,657)

Note:

- The company is engaged in the business of sale of made tea, Fibre Boards, Coal, Iron & Steel items, Garments, Trading in Securities, etc. The Products and their applications are homogeneous in nature. The business segments are organized as domestic and international on the basis of geographical segment.
- Segment assets & liabilities, as well as revenue and expenses are directly attributable to the segment.
- All unallocated assets and liabilities and revenue and expenses are treated separately.
- There are no separately reportable secondary segments.
- Accounting policies of the segment are the same as those described in Summary of significant accounting policies as set out in Note No. 1.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

40. Related Party Disclosures:

As per Accounting Standard-18, the disclosures of transactions with the related parties are given below:

i) List of Related Parties where control exists with whom transactions have taken place and relationships:

Name of the Party	Nature of Relation
1. Asian Tea Co. Pvt Ltd	Associate
2. Hurdeodas Co. Pvt Ltd	
3. Kesavatsapur Tea Company Pvt. Ltd.	
4. Indong Tea Co. Pvt. Ltd.	
5. Asian Capital Market Limited	Significant Influence of the Key Management Personnel (KMP)
6. Asian Housing & Infrastructure Pvt Ltd	
7. Liable Vinimay Pvt Ltd	
8. Chopra Retreaders Pvt. Ltd.	
9. Sriram Tokhran Realtors Pvt. Ltd.	
10. TH Infracon Pvt. Ltd.	
11. Inspire Tie Up Pvt. Ltd.	
12. HRG HealthCare Pvt. Ltd.	
13. Mr. H.R.Garg	Key Management Personnel (KMP)
14. Mr. Sunil Garg	Key Management Personnel (KMP)
15. Mr. Rajesh Garg	Key Management Personnel (KMP)
16. Smt Rama Garg	Key Management Personnel (KMP)
17. Mr. Anand Kumar Jha	Key Management Personnel (KMP) (till August, 2016)
18. Ms. Rashi Nagori	Key Management Personnel (KMP)

ii) Transactions during the year with Related Parties

Nature of Transaction	F.Y.	Associate	KMP	Significant Influence of KMP	Total
		(Rs.)	(Rs.)	(Rs.)	(Rs.)
1. Sale of Tea	2016-17	2,21,86,556.00	Nil	Nil	2,21,86,556.00
	2015-16	5,62,12,238.00	Nil	Nil	5,62,12,238.00
2. Sale of Shares	2016-17	Nil	Nil	Nil	Nil
	2015-16	Nil	Nil	36,30,000.00	36,30,000.00
3. Purchase of Tea	2016-17	2,08,04,769.25	Nil	Nil	2,08,04,769.25
	2015-16	3,05,76,838.00	Nil	Nil	3,05,76,838.00
4. Purchase of Shares	2016-17	Nil	Nil	Nil	Nil
	2015-16	Nil	Nil	14,49,000.00	14,49,000.00
5. Remuneration	2016-17	Nil	20,65,911.00	Nil	20,65,911.00
	2015-16	Nil	23,16,900.00	Nil	23,16,900.00
6. Sitting Fees	2016-17	Nil	3,750.00	Nil	3,750.00
	2015-16	Nil	1,500.00	Nil	1,500.00
7. Interest on Loan	2016-17	Nil	Nil	2,90,579.00	2,90,579.00
	2015-16	Nil	Nil	1,99,508.00	1,99,508.00

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

Nature of Transaction	F.Y.	Associate	KMP	Significant Influence of KMP	Total
		(Rs.)	(Rs.)	(Rs.)	(Rs.)
8. Loan given/loan repayment	2016-17	Nil	Nil	3,40,50,000.00	3,40,50,000.00
	2015-16	6,03,50,000.00	Nil	4,00,000.00	6,07,50,000.00
9. Loan taken/loan refund	2016-17	Nil	Nil	1,69,50,000.00	1,69,50,000.00
	2015-16	7,21,30,750.00	Nil	3,45,000.00	7,24,75,750.00
10. Advance Given	2016-17	Nil	41,100.00	Nil	41,100.00
	2015-16	Nil	Nil	Nil	Nil
11. Outstanding Balance of loan	2016-17	Nil	Nil	1,83,68,076.00	1,83,68,076.00
	2015-16	10,06,555.00	Nil	25,05,377.00	35,11,932.00
12. Debtors repayment	2016-17	Nil	Nil	42,34,885.00	42,34,885.00
	2015-16	Nil	Nil	Nil	Nil
13. Investment in Shares	2016-17	1,03,72,720.00	Nil	17,80,000.00	1,21,52,720.00
	2015-16	Nil	Nil	Nil	Nil

41. Based on the intimation received by the company none of the suppliers have confirmed to be registered under "The Micro, Small and Medium Enterprises Development Act 2006. Accordingly the disclosures relating to amounts unpaid as at the year ended together with interest paid or payable is not required to be furnished.

42. Additional information:

Name of the entity	Net Asset, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net asset	Amount (Rs.)	As % of consolidated profit or loss	Amount (Rs.)
1	2	3	4	5
Subsidiaries				
Indian				
1. Sarita Nupur Vyappar Pvt Ltd	11.26	3,77,54,832.03	0.32	39,507.21
2. Greenol Laboratories Pvt Ltd	13.89	4,65,50,168.67	3.90	4,76,559.31
Minority Interest in subsidiaries				
Indian				
1. Sarita Nupur Vyappar Pvt Ltd	Nil	Nil	Nil	Nil
2. Greenol Laboratories Pvt Ltd	Nil	Nil	Nil	Nil
Associates (Investment as per the equity method)				
Indian				
1. Asian Tea Company Pvt Ltd	22.59	7,57,38,245	88.75	1,08,41,752.18
2. Hurdeodass Co. Pvt Ltd	4.97	1,66,91,029	0.89	1,08,758.17
3. Kesavatsapur Tea Company Pvt Ltd	9.94	3,33,59,441	2.14	2,61,052.63
4. Indong Tea Co. Pvt Ltd	11.13	3,73,19,829	(8.85)	(7,66,765.92)

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2017 (*Contd.*)

(Amount in ₹)

43. The information as required to be furnished pursuant to the General Instructions to Part I & Part II of the Schedule III to the Companies Act, 2013 have been given to the extent applicable.

Signature to Notes "1" to "43"

As per our Report of even date

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm Registration No. 316112E

M. Agarwal
Partner
Membership No. 52474

Place : Kolkata
Dated : 30th May, 2017

For & on behalf of the Board

H. R. Garg
Managing Director

Rashi Nagori
Company Secretary

Sunil Garg
Director

Rajesh Garg
Chief Financial Officer

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Amount in ₹)

Sl. No.	Particulars	Details	Details
1.	Name of the subsidiary	Sarita Nupur Vyappar Pvt. Ltd.	Greenol Laboratories Pvt. Ltd.
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable	Not Applicable
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable	Not Applicable
4.	Share capital	32,25,000.00	98,00,000.00
5.	Reserves & surplus	3,45,29,832.03	3,67,50,168.67
6.	Total assets	4,18,78,456.03	5,80,34,667.67
7.	Total Liabilities	41,23,624.00	1,14,84,499.00
8.	Investments	54,90,930.54	1,54,13,677.00
9.	Turnover	4,39,272.00	9,53,992.00
10.	Profit before taxation	(9,54,831.21)	(71,511.69)
11.	Provision for taxation	Nil	Nil
12.	Profit after taxation	(39,507.21)	4,76,559.31
13.	Proposed Dividend	NIL	NIL
14.	% of shareholding	100%	100%

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates	Asian Tea Company Pvt Ltd	Hurdeodass Co. Pvt Ltd	Kesavatsapur Tea Company Pvt Ltd	Indong Tea Company Pvt Ltd
1. Latest audited Balance Sheet Date	31 st March, 2017	Un-Audited/ Provisional	Un-Audited/ Provisional	31 st March, 2017
2. Shares of Associate held by the company on the year end No. of Shares	1,98,125	99,000	31,00,000	10,37,272
Amount of Investment in Associate	2,50,75,000.00	99,42,500.00	3,10,00,000.00	1,03,72,720
Extend of Holding (%)	40.43%	27.19%	40.79%	20.31%
3. Description of how there is significant influence	By virtue of 40.43% Shareholding	By virtue of 27.19% Shareholding	By virtue of 40.79% Shareholding	By virtue of 20.31% Shareholding
4. Reason why the associate is not consolidated	Not Applicable	Not Applicable	Not Applicable	Not Applicable
5. Net worth attributable to shareholding as per latest audited Balance Sheet	7,57,38,245	1,66,91,029	3,33,59,441	3,73,19,829
6. Profit/(Loss) for the year	2,68,13,671.00	4,00,000.00	6,40,000.00	(53,20,338.00)
i. Considered in Consolidation	1,08,41,752.18	1,08,758.17	2,61,052.63	(7,66,765.92)
ii. Not Considered in Consolidation	1,59,71,918.82	2,91,241.83	3,78,947.37	(45,53,572.08)

(H. R. GARG)

Chairman-Cum-Managing Director

(SUNIL GARG)

Wholetime Director

(RAJESH GARG)

Chief Financial Officer

(RASHI NAGORI)

Company Secretary

Place : Kolkata

Date : 30th May, 2017



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