

B & A LIMITED



ANNUAL REPORT

2017-18





Dr. Hemendra Prasad Barooah
1926 - 2013

*... We continue to follow your work ethics and
strive towards fulfillment of your vision...*



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CORPORATE INFORMATION

Board of Directors

Mrs. Anuradha Farley, Chairman
Mr. Basant Kumar Goswami
Mr. Latifur Rahman
Mr. Prabir Kumar Datta
Mr. Amit Chowdhuri
Mr. Anjan Ghosh
Mr. Bhramar Kumar Mahanta
Mr. Raj Kamal Bhuyan
Mr. Somnath Chatterjee, Managing Director

Auditors

Ghosal, Basu & Ray, Chartered Accountants,
Statutory Auditors
T. Chatterjee & Associates, Company Secretaries
Secretarial Auditors
A.R. Maity & Co., Chartered Accountants,
Internal Auditors
M. Banerjee & Co., Cost Accountants,
Cost Auditors

Bankers

United Bank of India

Registered Office

Indu Bhawan, Mahatma Gandhi Road,
Jorhat – 785001, Assam

Corporate Office

113, Park Street, 9th Floor,
Kolkata- 700016, West Bengal

Registrar and Transfer Agent

MCS Share Transfer Agent Ltd
12/1/5, Manohar Pukur Road,
Ground Floor, Kolkata - 700 026

Investors' Contacts

CIN- L01132AS1915PLC000200
BSE Stock Code- 508136
ISIN- INE489D01011

Secretarial Department

Email-investorrelations@bandaltd.in
Phone - (033) 40047472

Registrar

Email-mcssta@rediffmail.com
Phone - (033) 4072-4051-53
Fax : 033 4072 4050

Profile of Board of Directors

Mrs. Anuradha Farley

Mrs. Farley born in Assam in 1954, took over from her late father as Chairman of the Board of Directors of B & A Limited on 30th August, 2013. Mrs. Farley is a UK citizen and a Person of Indian Origin (PIO). She attended Woodstock School, Mussorie from 1964 to 1970 and trained as a professional artist and illustrator first at Sir J J School of Arts in Bombay, 1970 to 1973, then at State University of New York, Fashion Institute of Technology (F.I.T.) from 1978 to 1981. She graduated from F.I.T. Summa cum Laude and was runner up for valedictorian. She has held five solo art exhibitions in Tokyo (1988), Hong Kong (1990 and 1992) and London (1994 and 1997). Her fashion illustrations have appeared in The New York Times and Women's Wear Daily and she also illustrated a book on executive women's fashion in New York City in 1982.

Mr. Basant Kumar Goswami

Mr. Goswami is a retired I.A.S. officer, held very senior positions during his career viz. Chief Secretary, Govt. of Jammu and Kashmir, Secretary, Tourism, Government of India etc. He is also a Director in the Boards of several reputed companies like, Jaiprakash Associates Ltd, Jaypee Infra Tech Ltd and New Kenilworth Pvt. Ltd. etc. He joined our Directorate in 2002. He was also the past Chairman of Tea Board of India.

Mr. Latifur Rahman

Mr. Rahman is one of the most prominent businessman of Bangladesh. He is the founder Chairman of the Transcom Group, Bangladesh, one of the largest corporate groups of the country. He served the Board of Several joint ventures of internationally acclaimed multinationals like Nestle Bangladesh, Holcim, Bangladesh and Lindle, Bangladesh. He is also the Chairman of National Housing Finance & Investment Ltd. Bangladesh and a member of the Governing Board, Bangladesh Rural Advancement Committee (BRAC). He is a recipient of the prestigious 'Oslo Business for Peace Award, 2012'. He has been in the Directorate since 2011.

Mr. Prabir Kumar Datta

Mr. Datta, born in 1943, is a Post Graduate in Economics and holds diploma in Labor Laws. Mr. Datta a retired I.A.S officer has served in different

capacities including the Chief Secretary to the Government of Assam. He joined the board in 2013.

Mr. Amit Chowdhuri

Born in 1949, Mr. Chowdhuri is a Hons. Graduate from St. Edmunds College, Shillong. In his 39 years of career he has served J. Thomas & Co. Pvt. Ltd, a Calcutta based reputed tea auction house, in several capacity, including Chairman & Managing Director. He joined the Directorate in 2010. He is also a Director in B & A Packaging India Ltd.

Mr. Anjan Ghosh

Mr. Ghosh, a fellow member of Institute of Chartered Accountants of India, was associated with J. Thomas group of companies, a reputed tea broking house in Kolkata for 34 years where he was elevated to Managing Director and Vice Chairman. Currently he works as a corporate consultant. He joined the Directorate in 2012. He serves the board of B&A Packaging India Ltd, subsidiary to the company.

Mr. Bhramar Kumar Mahanta

Mr. Mahanta joined the company's Directorate in 2014. Mr. Mahanta has vast experience in Tea Broking and has served different Tea Broking companies in his long career. Currently he is the Executive Chairman of Assam Tea Brokers Pvt. Ltd. and a Non-executive Director in Hacienda Properties Pvt. Ltd.

Mr. Raj Kamal Bhuyan

Mr. Bhuyan is a Post Graduate in Economics and Chartered Accountant. He is a reputed businessman and has promoted several companies dealing construction projects. Mr. Bhuyan is a Director in Premier Cryogenics Ltd and is a Member of Assam State Construction Workers' Welfare Board. Mr. Bhuyan has been in the Directorate of the Company since 2010.

Mr. Somnath Chatterjee

Born in 1962, Mr. Somnath Chatterjee is a commerce graduate. He was trained in UK in the area of manufacturing of packaging products. He has more than thirty years of extensive experience in the area of finance, production, human resource and commercial matters in tea plantation and packaging business. Currently he holds the position of Managing Director of B&A Ltd and Whole Time Director in B&A Packaging India Ltd.



Notice of Annual General Meeting

Notice to the Shareholders

Notice is hereby given that the Annual General Meeting of the Shareholders of B & A Ltd for the financial year ended 31st March 2018 will be held at Indu Bhawan, Mahatma Gandhi Road, Jorhat-785001, Assam on Thursday, 27th September 2018 at 9.00 a.m. to transact the following business:

Ordinary Business:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2018 together with the reports of the Directors and Auditors thereon.
2. To declare dividend on the equity shares of the Company.
3. To appoint a Director in place of Mrs. Anuradha Farley (DIN 06699021) who retires by rotation and being eligible, offers herself for re-appointment.
4. To fix remuneration of M/s Ghosal, Basu & Ray, Chartered Accountants (Registration No. 315080E) for the financial year ending 31st March 2019.

Special Business:

To pass, with or without modification, the following Resolutions as Ordinary Resolutions:

5. "RESOLVED THAT pursuant to section 148(3) and other applicable provisions, if any, of the Companies Act' 2013 and Rules framed thereunder, the remuneration payable to M/s Mou Banerjee & Co., Cost Accountants, (Registration No: 00266) as approved by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019 amounting to Rs. 66,000/- (Sixty Six Thousand only) excluding applicable tax and re-imburement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed."
 6. "RESOLVED THAT pursuant to sections 196,197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter the Act') and Rules framed thereunder read with Schedule V of the Act' (hereinafter the Schedule) the Company hereby approves the re-appointment of Mr. Somnath Chatterjee (DIN: 00172364) as a Managing Director of the Company for a period of five years with effect from 1st April 2018 to 31st March 2023 upon terms and conditions as set out in the agreement between the Company and Mr. Somnath Chatterjee a copy whereof as placed before the meeting, which agreement be and is hereby specifically approved.
- RESOLVED FURTHER THAT the Board of Directors/ Nomination and Remuneration Committee of Directors (hereinafter the Board/Committee) of the Company be and are hereby authorised to vary and/or increase remuneration and perquisites payable to Mr. Chatterjee as specified in the said agreement to the extent the Board/Committee may consider appropriate and as may be permitted or authorised in accordance with any provisions under the said Act' or the Schedule for the time being in force provided, however, the remuneration and perquisites payable to Mr. Chatterjee shall be within the limits set out in the said Act' and Schedule or any amendments thereto or any modification or statutory re-enactments thereof and/or any rules or regulations framed thereunder and for the time being in force and the terms of aforesaid agreement between the Company and Mr. Chatterjee shall be suitably modified to give effect to such variation or increase as the case may be, without further reference to the Shareholders in the General Meeting.
- RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein, in the event of loss or inadequacy of profit in any financial year during the tenure of office of

Mr. Chatterjee as Managing Director of the Company, the remuneration and perquisites as set out in the aforesaid agreement or with such variation and/or increase thereto as stated

aforesaid, be paid to Mr. Chatterjee as minimum remuneration and perquisites subject to the ceiling provided in the said Act and/or the Schedule.”

By order of the Board

Place : Kolkata
Date : 21st May 2018

D. Chowdhury
Company Secretary

ANNEXURE TO THE NOTICE **EXPLANATORY STATEMENT**

Item No. 5

The Board of Directors of the Company, on the recommendation made by the Audit Committee of Directors, approved the remuneration of M/s. Mou Banerjee & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019. In terms of the provisions of section 148 (3) of the Companies Act' 2013 read with Rule 14 (a) (ii) of the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought to ratify the remuneration payable to Cost Auditors.

None of the Directors and Key Managerial Personnel and their relatives are concerned or interested in this resolution.

The Directors recommend the resolution set out in item no. 5 for your approval.

Item No. 6

Mr. Somnath Chatterjee was reappointed as Managing Director with effect from 1st April 2018 by the Board of Directors in its meeting held on 14th February 2018 on expiry of his previous tenure of such office on 31st March 2018. The terms and conditions of his appointment including remuneration payable in the capacity of Managing Director which was recommended by the Nomination and Remuneration Committee in its meeting held on 14th February 2018, is subject to the approval of the Members in the ensuing Annual General Meeting. An agreement was executed by the Company with Mr. Somnath Chatterjee on 3rd April 2018 ascribing inter alia to the following terms and conditions including remuneration payable to him.

1. Mr. Somnath Chatterjee's appointment as Managing Director will be effective from 1st April 2018 and will remain in force for a period of 5 (Five) years i.e. from 1st April 2018 to 31st March 2023.
2. Mr. Chatterjee will be entitled to the following remuneration and allowances in the capacity of Managing Director with effect from 1st April 2018;
 - a) Basic Salary - Rs. 1,30,000 (One lac Thirty Thousand) per month.
 - b) House Rent Allowance - At actual, subject to the maximum limit of Rs. 40,000 (Forty Thousand) per month.

The Annual increments will be effective from 1st April each year and will be decided by the Nomination and Remuneration Committee and/or Board of Directors and will be merit based.

- c) Other Allowances –
 - (i) Soft Furnishing – As per the rules of the Company.
 - (ii) Leave Travel Assistance – Leave travel assistance for self and family at the rate of one and half month's salary for each completed year of service.
 - (iii) Reimbursement of medical Expenses – Reimbursement of actual amount of Medical Expenses incurred for self and family. Additionally, he will be entitled for contribution to maintain Health Insurance for self and Family, under



- any Group Health Insurance Schemes, as per the rules of the Company.
- (iv) Ex-gratia – As per the rules of the Company.
- (v) Children Education Allowance- As per the rules of the Company.
- (vi) Contribution to Provident Fund – As per the rules of the Company and subject to the provisions of Employees Provident Fund Act' 1952.
- (vii) Contribution to Gratuity- As per the rules of the Company and subject to maximum permissible limit as per Payment of Gratuity Act 1972.
- (viii) Cost of Electricity and Gas- At actuals subject to a ceiling of Rs. 1,20,000 (One lac twenty thousand) per annum.
- (ix) Domestic Help Allowance - At actuals subject to a ceiling of Rs. 1,20,000 (One lac twenty thousand) per annum.
- d) Provisions for use of chauffer driven Company maintained car, telephones and mobile phones at office and residence including long distance calls and monthly subscription fees for Clubs incurred for performing official duties shall not be included in the computation of limits for the remuneration and shall not be grouped under perquisites or allowances given to Mr. Chatterjee. The Company will take suitable insurance policy to cover his life.
3. Minimum Remuneration – Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of tenure of Directorship of Mr. Chatterjee, the Company has no profits or its profits are inadequate, the Company shall pay remuneration by way of salary and perquisites and allowances as specified above as minimum remuneration so far as such remuneration is within the applicable ceiling or limits as provided in Schedule V of the Companies Act, 2013 or any amendment made thereto, subject to, if he is a managerial person in two companies and draws remuneration from one or more companies the total remuneration drawn from all the companies must not exceed the higher maximum limit admissible from any one of the companies of which he is a managerial person.
4. Mr. Chatterjee's office of Directorship will not be liable to be retired by rotation as per provisions of the Companies Act, 2013 and Articles of Association of the Company.
5. Mr. Chatterjee shall be entrusted with substantial powers and be and is hereby authorized to do any act and deed on behalf of the Company subject to the approval of the Board of Directors in its duly constituted meetings and/or resolutions in circulations as per compliance with Companies Act, 2013, Security and Exchange Board of India Act' 1992 and rules and regulations framed thereunder, and any other law in force.
6. The terms and conditions of Mr. Chatterjee's appointment including remuneration payable to him may be altered and/or varied from time to time by the Nomination and Remuneration Committee and/or the Board of Directors as they may, in their absolute discretion deem fit, within the maximum amount payable to Whole Time Director in accordance with the Companies Act' 2013 or Articles of Association of the Company.
- None of the Directors or Key Managerial Personnel or their relatives except Mr. Somnath Chatterjee are concerned or interested in this resolution.

By order of the Board

Place : Kolkata
Date : 21st May 2018

D. Chowdhury
Company Secretary

Notes:

1. A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote on a poll instead of himself /herself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the registered office of the Company not less than forty eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. Relevant document referred to in the notice are open for inspection by the Members at the Registered Office of the Company on all working days during the business hours upto the date of the meeting.

2. A statement pursuant to section 102(1) of the Companies Act' 2013 (hereinafter the Act') relating to the Special Business to be transacted at the meeting is annexed hereto. Relevant documents referred to in the accompanying notice and the statements are open for inspection by the members at the registered office of the Company on all working days during business hours up to the date of the meeting.
3. The Company has set Thursday, 20th September 2018 as 'Record Date' for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution to be passed in the ensuing Annual General Meeting as above, in both remote e-voting and physical mode.
4. Pursuant to the provision of section 91 of the Act, the Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, 21st September 2018 to Thursday, 27th September 2018 (both days inclusive).
5. The dividend, as recommended by the Board, if declared at the Annual General Meeting

(AGM), will be paid, subject to the provisions of Section 126 of the Act, to those member or their mandates whose names stand registered in the Company's Register of Members:

- a. as Beneficial Owners as at the end of business hours on Thursday, 20th September 2018 as per prelist to be furnished by NSDL and CDSL with respect to shares held in Electronic Form.
 - b. as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company or the Registrar and Transfer Agents, (RTA) MCS Share Transfer Agent Ltd ,12/1/5, Manohorpukur Road, Kolkata-700026 on or before Thursday, 20th September, 2018.
6. Shareholders holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The dividend will be distributed vide ECS or direct credit to the shareholder's bank account. The Company or its RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants (DP) of the members.
 7. Shareholders are requested to note that SEBI vide its circular dated 20th April 2018 has directed Companies to distribute dividends via ECS/NEFT or other approved electronic mode or by physical instrument warrants/demand draft incorporating bank details of the shareholders. Shareholders holding shares in physical form and/or receiving dividend by warrant are requested to submit the form sent to them on 27th June 2018/28th July 2018 alongwith documents mentioned therein to the RTA of the Company to enable them to update the necessary records.
 8. Shareholders are requested to notify immediately any change in their address, to their DP in respect of their Electronic Share Accounts and to the RTA in respect of their physical shares, as the case may be. To support 'Green Initiative'



shareholders holding share in physical mode are requested to register their email ids with the Company/ RTA.

9. Shareholders who have not so far encashed their dividend warrants for the Financial Year ended 31st March 2012, 2013, 2014, 2015, 2016 and 2017 may immediately approach the RTA, MCS Share Transfer Agent Ltd, 12/1/5, Manoharpukur Road, Ground Floor, Kolkata- 700 026 to claim the unpaid dividends.

Shareholders are requested to note that unclaimed and unpaid dividends pertaining to the Financial Year ended 31st March 2011 are due for transfer to Investor Education and Protection Fund on 20th August 2018.

Shareholders are requested to note in terms of section 124(6) of the Act' read with IEPF (Accounting, Auditing, Transfer and Refund) Rules 2016 as amended, the Company will transfer those equity shares for which dividends have remained unpaid/ unclaimed for a period of seven years to the demat account notified by the IEPF. Particulars of such shares are available in the website of the Company at <https://www.barooahs.com>.

10. Shareholders who are interested in making nomination in respect of their shareholding are requested to submit the necessary form to the respective DP/RTA of the Company.
11. Electronic copy of the notice of the Annual General Meeting along with annexure, proxy form and attendance slip and Annual Report of the Company for the financial year ended 31st March 2018 are being sent to the shareholders whose name appears in the prelist furnished by NSDL and CDSL as Beneficial Owner as on Friday, 17th August 2018 (record date for this purpose) and whose email ids are registered with the Company/DP for communication purposes unless any such shareholder has requested for a hard copy of the same. For those shareholders whose name stand registered in the Register of Members as on Friday, 17th August 2018 and who have not registered their email address, physical copies of the Notice of this Annual General Meeting

and Annual Report are being sent in the permitted mode.

12. In compliance with the provisions of section 108 of the Companies Act' 2013 and the rules framed thereunder, the members are provided with the facility to cast their vote electronically, through remote evoting services provided by Central Depository Services (India) Ltd (CDSL) on the resolutions set forth in this notice.

SHAREHOLDER'S INSTRUCTIONS FOR REMOTE E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 24th September 2018 at 10 a.m. and ends on Wednesday, 26th September 2018 at 5 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) on Thursday, 20th September 2018 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted through remote e-voting prior to the meeting date would not be entitled to vote on poll at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders tab.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted

on an earlier voting of any Company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ■ Members who have not updated their PAN with the Company/depository participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. ■ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth(DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> ■ If both the details are not recorded with the depository or Company please enter the member id / folio number in the dividend bank details field as mentioned in instruction (v).

ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen.

However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also

used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant BandA Ltd on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or No as desired. The option YES implies that you assent to the Resolution and option No implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile application m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play. Apple and Windows phone users can download the app from the App store and Windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(xx) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log in to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

Other instructions on remote e-voting

- (i) The remote e-voting period commence on Monday, 24th September 2018 at 10 a.m. and ends on Wednesday, 26th September 2018 at 5 p.m. During this period, shareholders holding shares either in physical form or in dematerialised mode as on Thursday, 20th September 2018 may cast their vote electronically. The remote e-voting module will be disabled by CDSL for voting hereafter. Once the vote on resolution is casted by the shareholder, he shall not be allowed to change it subsequently.

(ii) The voting rights of the shareholder will be in proportion of their shares as on Thursday, 20th September 2018 to the paid up equity share capital of the Company. However, any person who acquires share(s) and become a member after dispatch of notice and held shares as on cutoff date may obtain the sequence number of remote e-voting by sending a request to the Company's RTA at mcssta@rediffmail.com.

(iii) Provision of electronic voting will not be extended during the Annual General Meeting, however those members who have not casted their vote through remote e-voting will be allowed to vote on poll. Those members who have exercised their voting through remote e-voting prior to the meeting may participate in the Annual General Meeting but will not be entitled to vote on poll during the meeting.

(iv) Mr. Tarun Chatterjee, Advocate, has been appointed as the 'Scrutinizer' to scrutinize the e-voting process in a fair and transparent manner.

(v) The Scrutinizer will make his report of the votes casted in favour or against, if any, to the Chairman or a person authorised by him on Saturday, 29th September 2018 and he shall declare the results of the voting forthwith.

(vi) The results declared along-with the Scrutinizer's Report shall be placed on the Company's website www.barooahs.com and will be available in the website of CDSL and will be communicated to Bombay Stock Exchange where the shares of the Company is listed.

13. (i) In the ensuing AGM, Mrs. Anuradha Farley, Director retires by rotation and being eligible offers herself for reappointment. Mrs. Farley was born in Assam in 1954 and took over from her late father as Chairman of the Board of Directors of B & A Ltd on 30th August 2013. Mrs. Farley is a UK citizen and a Person of Indian Origin (PIO). She graduated from Fashion Institute of Technology State University of New York, Summa cum Laude and was runner up for valedictorian. She held five solo art

exhibitions in Tokyo (1988), Hong Kong (1990 and 1992) and London (1994 to 1997). Her fashion illustrations have appeared in the New York Times and Women's wear daily and she also illustrated a book on executive women's fashion in New York City in 1982. Being born and brought up in a family which produces tea over centuries in Assam she is well conversant with the tea industry. She holds 4,800 equity shares in the Company. None of the Directors are related to Mrs. Farley.

(ii) In the ensuing AGM, approval is being sought to ratify re-appointment of Mr. Somnath Chatterjee as Managing Director of the Company. Mr. Somnath Chatterjee is a commerce graduate and was trained in UK in the area of manufacturing and packaging of products. He has more than thirty years of extensive experience in tea plantation and packaging business. None of the Directors are related to Mr. Chatterjee.

14. Particulars of directorship of Mrs. Farley and Mr. Chatterjee in other companies are tabled below:

Director	Name of the Company	Position Held	Committee Membership
Mrs. Anuradha Farley	B&A Packaging India Ltd.	Chairman	Member in Nomination and Remuneration Committee
Mr. Somnath Chatterjee	B&A Packaging India Ltd.	Whole Time Director	Member in Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee

DIRECTORS' REPORT

TO THE SHAREHOLDERS

Your Directors have pleasure in presenting the Annual Report together with the audited financial statements of the company for the financial year ended March 31, 2018.

Financial Results

Financial results of the company are summarized below:

(in Rs. Lac)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017**
Revenue from Operations	12185.46	10298.11
Other Income	80.10	70.76
Total Income	12265.56	10368.87
Total Expenditure adjusted for increase/decrease of stocks	10861.86	9340.18
Profit before other income, Depreciation, Finance Cost and Tax	1403.70	1028.69
Depreciation	256.56	244.24
Finance Cost	367.73	323.04
Profit before Tax	779.41	461.41
Provision for Tax		
Current Tax	(190.00)	(120.00)
Deferred Tax	15.46	(1.60)
Profit for the year	604.87	339.81

** The company has adopted Ind As with effect from April 1, 2017 as prescribed under section 133 of the Companies Act' 2013 read with relevant rules issued thereunder.

Net sales was higher from the previous financial year by 18.32 %. Profit before Taxation stood at Rs. 779.41 lac for the year under review as against Rs. 461.41 lac in the previous year. The Earnings per Share (EPS) for the year stood at Rs.19.51as against Rs. 10.96 in the previous year.

Performance and Operations

Your company has been producing quality CTC teas over the years and has established as a premium

brand in the market with wide acceptability amongst premium blenders in the country.

Season 2017 opened with an ecstatic note with favorable weather conditions prevalent in Assam. Season was a good year for the company with an increase in average selling price of Rs. 14.28 of its tea compared to previous year. Production from own leaf and bought leaf increased compared to previous year. Company's teas garnered premium prices

throughout the year in the auctions. Three of the company's gardens ranked within first seven in the batting order published by CTTA during the period under review.

The following table will depict our operating position as on March 31, 2018.

Particulars	2017-18	2016-17	Particulars	2017-18	2016-17	Particulars	2017-18	2016-17
A. Production	(Lac Kgs)	(Lac Kgs)	B. Sales	(Lac Kgs)	(Lac Kgs)	C. Selling Price (Per kg)	(Rs.)	(Rs.)
a. Own Leaf	35.84	35.50	a. Own Leaf	36.75	34.33	a. Own Leaf	242.10	222.00
b. Bought Leaf	23.25	21.35	b. Bought Leaf	22.63	19.47	b. Bought Leaf	145.47	137.00
Combined Total	59.09	56.85	Combined Total	59.38	53.80	Combined Total	205.28	191.00

During the year under review, your company was able to keep most of the expenditures under control, except on wages and pesticides where expenditure went up substantially due to reasons beyond control. However, your company was able to maintain its profitability by means of increase in production of quality teas and fetched higher average price.

Sangsua tea factory commenced production during the current year and will add value and volume contributing towards the improved profitability of the company in future years. All our factories are being accredited with Trust Tea Certification with regards to own leaf which will give consumers the required assurance of quality production.

In terms of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 SEBI (LODR), the Management Discussion and Analysis Report annexed with the Directors Report which form part of this Annual Report gives a detailed analysis of your company's operations, performance, prospects and outlook vis-à-vis industry structure and developments.

Transfer to Reserves

The Company has not transferred any amount to any reserves out of the current year's profit.

Dividend

Your Board of Directors is pleased to recommend a dividend of 30 % on equity share capital of the company for the financial year 2017-18. The distribution of dividend will result in payout of Rs. 93 lac excluding tax on dividend.

Subsidiary Company

The Company's subsidiary, B&A Packaging India Ltd, which is engaged in the production of high quality paper sacks and flexible laminates, performed commendably during the financial year ended 31st March 2018 and surpassed its previous results. During the financial year ended 31st March 2018 the company registered a gross turnover of Rs.69.72 cr. (previous year Rs. 58.89 cr.) and a pre-tax profit of Rs. 7.58 cr. (previous year Rs. 5.49 cr.). The Board of Directors of the subsidiary company has recommended a dividend of Re. 0.50 per equity share (previous year Re.0.50 per equity share) for the financial year ended 31st March 2018. Growth trends and financial performance of the subsidiary company have been included under para3.3 in the Management Discussion and Analysis Report.

Extract of Annual Return

Pursuant to section 92(3) of the Companies Act' 2013 (hereinafter the Act) read with rule 12 (1) of the Companies (Management and Administration) Rules 2014 extract of Annual Return of the company for the financial year ended 31st March 2018 is attached with Board's Report as **Annexure- A**.

Corporate Social Responsibility

The Corporate Social Responsibility (CSR) Policy of the company as recommended by the CSR committee of Directors and approved by the Board of Directors is available at the website of the company at the web link, <https://www.barooahs.com>. The constitution of the CSR Committee and particulars of meetings of the Committee held during the year

are disclosed in Corporate Governance Section of the Annual Report.

In terms of rule 9 of the Companies (Accounts) Rules 2014 read with rule 8 of the Companies (Corporate Social Responsibility Policy) Rules 2014, Annual Report on CSR is attached as **Annexure - B** and forms part of the Director's Report.

Fixed Deposit

The Company has no outstanding deposit as on 31st March 2018.

Directors and Key Managerial Personnel

The Company's directorate consists of nine directors, five of them are independent. Mrs. A. Farley continues to be the Chairman of the Board. No new directors were appointed during the year and none of the existing directors had resigned from the Board. The composition of the directorate is in conformity with the provisions of the Act', allied rules and SEBI (LODR). The particulars of the directorate and the key managerial personnel are given under Part I of the Corporate Governance Report which forms part of this Annual Report.

By virtue of Section 152 of the Act' Mrs. Anuradha Farley, Director retires by rotation in the ensuing Annual General Meeting and is eligible for re-appointment.

By virtue of Sections 196, 197 and 203 of the Act' Mr. Somnath Chatterjee is re-appointed as Managing Director of the Company for a period of 5 (five) years subject to the approval of the Members in the ensuing General Meeting.

A brief resume, expertise and shareholding in your company together with details of other directorships of Mrs. Farley and Mr. Somnath Chatterjee are given in the Corporate Governance Section of the Annual Report.

Declaration by Independent Directors

All independent directors have given declaration to the company stating their independence in terms of section 149 (6) of the Act' and the same have been placed and noted in the meeting of the Board of Directors held on 21st May 2018.

Meeting of the Board of Directors

The particulars of the meetings of the Board of Directors held during the financial year ended

31st March 2018 have been furnished under para(i) of section I of the Corporate Governance Report forming part of the Annual Report.

Committees of the Board of Directors

The Board had constituted 'Audit Committee', 'Nomination and Remuneration Committee', 'Corporate Social Responsibility Committee' and 'Stakeholders Relationship Committee' of Directors in terms of respective provisions of the Act' and SEBI (LODR). The constitution, terms of references and policies of these committees have been discussed in detail in Corporate Governance section of the Annual Report. There have been no instances where the Board has not accepted the recommendations of the Audit Committee.

Compliance with Corporate Governance norms

In terms of the SEBI (LODR), a certificate from a Practicing Company Secretary on compliance of corporate governance has been attached and forms part of Annual Report.

Directors Responsibility Statement

Pursuant to the provisions of section 134(5) of the Act' the directors state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
- ii) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your company as at 31st March 2018 and of the profit of your company for the financial year ended 31st March 2018.
- iii) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act' for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv) They have prepared the annual accounts on a 'going concern' basis.
- v) They have laid down internal financial controls to be followed by the company and such internal

financial controls were adequate and operating effectively.

- vi) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Adequacy of Financial Controls

In terms of section 134 (3) (q) of the Act' read with rule 8 of the Companies (Accounts) Rules 2014 details of adequacy of financial control have been discussed at length in para 5 of the Management Discussion and Analysis Report which forms part the Director's Report.

Particulars of Contract and Arrangement with Related Parties

A policy on related party had been devised by the Board of Directors which is in conformity with Regulation 23 of SEBI (LODR) for determining the materiality of transactions with related parties and strategy for dealing with the same. The said policy is available at the website of the company at <https://www.barooahs.com>.

In terms of section 134 of the Act' read with rule 8(2) of the Companies (Accounts) Rules 2014 particulars of contracts/arrangements entered into by the company during the financial year under review in form AOC-2 is attached as **Annexure - C** and forms part of the Director's Report.

Remuneration Policy

Nomination and Remuneration Policy of the company as recommended by Nomination and Remuneration Committee of Directors and approved by the Board of Directors had been formulated in compliance with the provisions of section 178 (3) of the Act. The said policy is available at the website of the company at <https://www.barooahs.com>.

Disclosure in terms of section 197 of the Act' read with rule 5 of the Companies (Appointment & Remuneration) Rules 2014 regarding remuneration paid to Directors and Key Managerial Personnel for the financial year ended 31st March 2018 is given para 2 (f) of Section II in the Corporate Governance Section of the Annual Report.

Particulars of top ten employees in terms of remuneration drawn during the financial year ended 31st March 2018 is produced in the Corporate Governance section of the Annual Report.

Vigil Mechanism

In terms of section 177 (10) of the Act' and regulation 22 of the SEBI (LODR), the company had established a vigil mechanism to report to deal with genuine concern by whistle blowers. The said policy is available at the website of the company at <https://www.barooahs.com>.

Risk Management

In terms of section 134 (3) of the Act' the Board of Directors framed Risk Management Policy of the company to identify the key risk areas/elements with regards to its tea business. Detailed discussions on companies Risk Mitigation Plan has been made under para 4.2 of the Management Discussion and Analysis Report which forms part of this Director's Report. The Risk Management Policy is available at the website of the company at <https://www.barooahs.com>.

Evaluation of Board's Performance

In terms of section 134 (3) of the Act' read with SEBI (LODR), the company had laid down the criteria for reviewing the performance of its Board of Directors, Committees of the Board and the individual directors. These criteria are available at the website of the company at <https://www.barooahs.com>.

The Board evaluated its own performance including that of its Committees in the meeting of the Board of Directors held on 21st May 2018.

Statutory and Cost Auditors

M/s. Ghosal, Basu & Ray, Chartered Accountants, Kolkata, (FRN 315080E) were appointed as Statutory Auditors of the company for a term of five years in the annual general meeting held on 15th September 2015.

The Report given by the Statutory Auditors on the financial statements of the company for the financial year ended 31st March 2018 is a part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer in the report.

M/s. Mou Banerjee & Co., Cost Accountants (FRN 00266) were appointed Cost Auditors to carry out the Cost Audit of the applicable business of the company for the financial year ended 31st March 2018.

The Board of Directors has appointed them for the financial year 2018-19.

Secretarial Audit

M/s T. Chatterjee & Associates, Practicing Company Secretaries carried out the Secretarial Audit of the company for the financial year 2017-18. The Audit Report is attached with the Board's Report as **Annexure - D**. There has been no qualification, reservation or adverse remark in the report.

None of the Auditors of the company has reported any fraud as specified under the second proviso of Section 143 (12) of the Act.

Details of the Material and Significant Orders

There was no material order against the company by any Regulator, Court or Tribunal impacting the going concern status of the company.

A Scheme of Amalgamation between the company and Buragohain Tea Company Ltd approved by the Hon'ble Gauhati High Court has been challenged and is pending adjudication before appellate side of the said Court.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Pursuant to section 134 (3) of the Act' read with Companies (Accounts) Rules, 2014 the information relating to conservation of energy, technology

absorption and foreign exchange earnings and outgo is attached with the Board's Report as **Annexure - E**.

Material Changes and Commitments

Your Directors confirm that there were no material changes and commitments, affecting the financial position of the company which occurred between the end of the financial year of the company and the date of this report.

Employee Relations

The employee relations remained harmonious throughout the year and your Directors wishes to convey their gratitude and place on record their appreciation for all the executives, staff and workers at all levels for their hard work, solidarity, cooperation and dedication during the year.

Other declarations

During the year under review:

- a. The company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board and General Meetings.
- b. The company does not have any scheme or provision of money for the purchase of its own shares by employees/ Directors or by trustees for the benefit of employees/Directors.
- c. The company has not issued equity shares with differential rights as to dividend, voting or otherwise; and
- d. There was no change in the share capital or nature of business of the Company.

For and on behalf of the Board of Directors

Place : Kolkata
Date : 21st May 2018

Anuradha Farley
Chairman

ANNEXURE TO DIRECTORS' REPORT
ANNEXURE - A
FORM MGT-9
EXTRACT OF ANNUAL RETURN

As on the financial year ended 31st March, 2018

[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

Corporate Identification Number:	L01132AS1915PLC000200
Registration Date:	1st June, 1915
Name of the Company:	B & A Limited
Category/Sub-Category of the Company:	Public Limited Company
Address of the registered office and Contact details :	Indu Bhawan, Mahatma Gandhi Road, Jorhat - 785001 Assam
Whether Listed Company:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any:	MCS Share Transfer Agent Ltd. 12/1/5, Manohar Pukur Road, Ground Floor, Kolkata - 700026.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY - All the business activities contributing 10% or more of the total turnover of the company shall be stated.

Serial No.	Name and Description of Main products/services	NIC Code of the Product/Service	% of total turnover of the Company
1.	Growing of Tea Processing and Blending of Tea	01271 10791	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Serial No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	B & A Packaging India Ltd. 22, Balgopalpur Industrial Area, Balasore - 756020, Odisha, India	L21021OR1986 PLC001624	Subsidiary	71.66%	2(87)



IV. SHAREHOLDING PATTERN - Equity Share Capital Breakup as percentage of Total Equity.

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2017)				No. of Shares held at the end of the year (31.03.2018)				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
a) Individual/HUF	1420848	500	1421348	45.85	1420848	500	1421348	45.85	NIL	
b) Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
c) State Govt.(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
d) Bodies Corp.	128776	NIL	128776	4.15	128776	NIL	128776	4.15	NIL	
e) Banks/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
f) Any Other (Trust)	283491	NIL	283491	9.15	283491	NIL	283491	9.15	NIL	
Sub-total (A) (1):-	1833115	500	1833615	59.15	1833115	500	1833615	59.15	NIL	
(2) Foreign										
a) NRIs- Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
b) Other- Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
c) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
d) Banks/ FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
e) Any Other.....	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
Sub-total (A) (2):-	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	1833115	500	1833615	59.15	1833115	500	1833615	59.15	NIL	
B. Public Shareholding										
1. Institutions										
Mutual Funds	NIL	115	115	0.00	NIL	100	100	0.00	NIL	
Banks/FI	NIL	1200	1200	0.04	NIL	1200	1200	0.04	NIL	
Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
State Govt.(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
FIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
Foreign Venture	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
Capital Funds										
Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
Sub-total (B) (1):-	NIL	1315	1315	0.04	NIL	1300	1300	0.04	NIL	

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2017)				No. of Shares held at the end of the year (31.03.2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	94456	11580	106036	3.42	88416	11054	99470	3.21	(0.21)
ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	620625	160356	780981	25.19	627319	123430	750749	24.22	(0.97)
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	366820	NIL	366820	11.84	366695	NIL	366695	11.83	(0.01)
c) Others									
i) Non Resident Indians	6233	5000	11233	0.36	11007	5000	16007	0.52	0.16
ii) Trusts & Foundations (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
iii) IEPF	NIL	NIL	NIL	NIL	32164	NIL	32164	1.04	1.04
Sub-total (B) (2):-	1088134	176936	1265070	40.81	1125601	139484	1265085	40.81	NIL
Total Public Shareholding (B)= (B)(1)+(B)(2)	1088134	178251	1266385	40.85	1125601	140784	1266385	40.81	NIL
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	2920949	179051	3100000	100	2958716	141284	3100000	100	NIL



ii) Shareholding of Promoters.

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2017)			Shareholding at the end of the year (31.03.2018)			% Change in share holding during the year
		No. of Shares	% of total Share of the company	% of shares Pledged/ encumbered to total shares	No. of Shares	% of total Share of the company	% of shares Pledged/ encumbered to total shares	
1.	Hemendra Prasad Barooah	861918	27.80	NIL	861918	27.80	NIL	NIL
2.	Sharmila Shetty	316200	10.20	6.45	316200	10.20	6.45	NIL
3.	Somnath Chatterjee	242430	7.82	NIL	242430	7.82	NIL	NIL
4.	Hemen Barooah Benevolent & Family Trust	157991	5.10	NIL	157991	5.10	NIL	NIL
5.	Hemen Barooah Trust	125500	4.05	NIL	125500	4.05	NIL	NIL
6.	Barooahs & Associates Pvt. Ltd.	123176	3.97	NIL	123176	3.97	NIL	NIL
7.	Hacienda Properties Pvt. Ltd.	5600	0.18	NIL	5600	0.18	NIL	NIL
8.	Neela Bose	200	0.01	NIL	200	0.01	NIL	NIL
9.	Mridul Mahanta	200	0.01	NIL	200	0.01	NIL	NIL
10.	Padma Kanta Mahanta	200	0.01	NIL	200	0.01	NIL	NIL
11.	Deena Raj	100	NIL	NIL	100	NIL	NIL	NIL
12.	Tridiv Mahanta	100	NIL	NIL	100	NIL	NIL	NIL
	Total	1833615	59.15	6.45	1833615	59.15	6.45	NIL

iii) **Change in Promoters' Shareholding** (please specify, if there is no change) - There has been no change in the shareholding pattern in the promoter's shareholding during the financial year 2017-18.

iv) **Shareholding Pattern of top ten shareholders** (other than Directors, Promoters and Holders of GDRs and ADRs).

Serial No.	Name of the Shareholder	Shareholding		Cumulative Shareholding during the year	
		No. of shares	(%) of total share capital	No. of shares	(%) of total share capital
1.	Prakash Jain				
	At the beginning of the year	63149	2.04	63149	2.04
	Bought during the year	-	-	63149	2.04
	Sold during the year	-	-	63149	2.04
	At the end of the year	63149	2.04	63149	2.04
2.	Subramanian P.				
	At the beginning of the year	50000	1.61	50000	1.61
	Bought during the year	-	-	50000	1.61
	Sold during the year	-	-	50000	1.61
	At the end of the year	50000	1.61	50000	1.61

Serial No.	Name of the Shareholder	Shareholding		Cumulative Shareholding during the year	
		No. of shares	(%) of total share capital	No. of shares	(%) of total share capital
3.	Dr. Ramesh Chimanlal Shah				
	At the beginning of the year	26463	0.85	26463	0.85
	Bought during the year	19358	0.62	45821	1.48
	Sold during the year	3534	0.12	42287	1.36
	At the end of the year	42287	1.36	42287	1.36
4.	Pramod Prakash Mitra				
	At the beginning of the year	39197	1.26	39197	1.26
	Bought during the year	1803	0.06	41000	1.32
	Sold during the year	-	-	41000	1.32
	At the end of the year	41000	1.32	41000	1.32
5.	Kapil Narendra Gupta				
	At the beginning of the year	37500	1.21	37500	1.21
	Bought during the year	-	-	37500	1.21
	Sold during the year	-	-	37500	1.21
	At the end of the year	37500	1.21	37500	1.21
6.	Mahendra Girdharilal				
	At the beginning of the year	27485	0.89	27485	0.89
	Bought during the year	-	-	27485	0.89
	Sold during the year	-	-	27485	0.89
	At the end of the year	27485	0.89	27485	0.89
7.	Shail Bhusan Mehta				
	At the beginning of the year	-	-	-	-
	Bought during the year	27384	0.88	27384	0.88
	Sold during the year	-	-	27384	0.88
	At the end of the year	27384	0.88	27384	0.88
8.	R. N. Rubesh				
	At the beginning of the year	22403	0.72	22403	0.72
	Bought during the year	-	-	22403	0.72
	Sold during the year	-	-	22403	0.72
	At the end of the year	22403	0.72	22403	0.72
9.	Tarun Shantilal Joshi				
	At the beginning of the year	20402	0.66	20402	0.66
	Bought during the year	151	0.00	20553	0.66
	Sold during the year	-	-	20553	0.66
	At the end of the year	20553	0.66	20553	0.66



Serial No.	Name of the Shareholder	Shareholding		Cumulative Shareholding during the year	
		No. of shares	(%) of total share capital	No. of shares	(%) of total share capital
10.	Balaji Kumar				
	At the beginning of the year	13500	0.44	13500	0.44
	Bought during the year	-	-	13500	0.44
	Sold during the year	-	-	13500	0.44
	At the end of the year	13500	0.44	13500	0.44

Date-wise transactions are available at the website of the company at <https://www.barooahs.com>

v) Shareholding of Directors and Key Managerial Personnel.

Serial No.	Name of the Director/ Key Managerial Personnel	Shareholding		Cumulative Shareholding during the year	
		No. of shares	(%) of total share capital	No. of shares	(%) of total share capital
1.	Mrs. Anuradha Farley				
	At the beginning of the year	4800	0.16	4800	0.16
	Bought During the year	-	-	4800	0.16
	Sold during the year	-	-	4800	0.16
	At the end of the year	4800	0.16	4800	0.16
2.	Mr. Somnath Chatterjee				
	At the beginning of the year	242430	7.82	242430	7.82
	Bought During the year	-	-	242430	7.82
	Sold during the year	-	-	242430	7.82
	At the end of the year	242430	7.82	242430	7.82
3.	Mr. Bhramar Kumar Mahanta				
	At the beginning of the year	250	0.01	250	0.01
	Bought During the year	-	-	250	0.01
	Sold during the year	-	-	250	0.01
	At the end of the year	250	0.01	250	0.01
4.	Mr. Tapas Kumar Chatterjee				
	At the beginning of the year	140	0.00	140	0.00
	Bought During the year	-	-	140	0.00
	Sold during the year	-	-	140	0.00
	At the end of the year	140	0.00	140	0.00

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

(in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	37,13,53,160	-	-	37,13,53,160
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	37,13,53,160	-	-	37,13,53,160
Change in indebtedness during the financial year				
- Addition	2,16,22,39,897	2,24,49,973	-	2,18,46,89,870
- Reduction	(2,20,38,30,176)	(2,24,49,973)	-	(2,22,62,80,149)
Net Change	(4,15,90,279)	-	-	(4,15,90,279)
Indebtedness at the end of the financial year				
i) Principal Amount	32,97,62,882	-	-	32,97,62,882
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii +iii)	32,97,62,882	-	-	32,97,62,882

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole Time Director and/or Manager.

(in Rs.)

Serial No.	Particulars of Remuneration	Somnath Chatterjee Managing Director	Total Amount
1.	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	23,27,600	23,27,600
	(b) Value of perquisites/s contained in section 17(2) of the Income Tax Act, 1961	4,75,233	4,75,233
	(c) Profits in lieu of salary contained in section 17(3) of the Income Tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission		
	- as % of profit	-	-
	- others, specify...	-	-
5.	Total (A)	28,02,833	28,02,833
	Ceiling as per the Act	As per Companies Act' 2013	

B. Remuneration to other Directors.

(in Rs.)

Serial No.	Name of the Director	Fee for attending Board and Committee meetings	Commission	Others please,specify	Total
1	Independent Directors				
i.	Mr. Basant Kumar Goswami	1,60,000	NIL	NIL	1,60,000
iii.	Mr. Latifur Rahman	NIL	NIL	NIL	NIL
iv.	Mr. Anjan Ghosh	3,22,000	NIL	NIL	3,22,000
v.	Mr. Prabir Kumar Datta	1,30,000	NIL	NIL	1,30,000
vi.	Mr. Raj Kamal Bhuyan	1,40,000	NIL	NIL	1,40,000
	Total (1)	7,52,000	NIL	NIL	7,52,000
2.	Other Non-Executive Directors				
i.	Mrs. Anuradha Farley	40,000	NIL	NIL	40,000
ii.	Mr. Amit Chowdhuri	2,12,000	NIL	NIL	2,12,000
iii.	Mr. Bhramar Kumar Mahanta	80,000	NIL	NIL	80,000
	Total (2)	3,32,000	NIL	NIL	3,32,000
	Total (B)= (1+2)	10,84,000	NIL	NIL	10,84,000
	Total Managerial Remuneration Overall Ceiling as per the Act' (excluding sitting fees)	N.A.	N.A.	N.A.	N.A.

C. Remuneration to Key Managerial Personnel other than Managing Director/Manager/ Whole Time Director

(in Rs.)

Serial No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Chief Executive Officer	Company Secretary	Chief Financial Officer	
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	N.A.	10,21,700	11,07,350	21,29,050
	(b) Value of perquisites/s contained in section 17(2) of the Income Tax Act, 1961	N.A.	55,500	87,834	1,43,334
	(c) Profits in lieu of salary contained in section 17(3) of the Income Tax Act, 1961	N.A.	N.A.	N.A.	N.A.
2.	Stock Option	N.A.	N.A.	N.A.	N.A.
3.	Sweat Equity	N.A.	N.A.	N.A.	N.A.
4.	Commission				
	- as % of profit	N.A.	N.A.	N.A.	N.A.
	- others, specify...	N.A.	N.A.	N.A.	N.A.
5.	Others, please specify				
	Total	-	10,77,200	11,95,184	22,72,384

VII) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :-

There was no penalty, punishment or compounding of offences for the year ended 31st March, 2018.

For and on behalf of the Board of Directors

Place : Kolkata
Date : 21st May 2018

Anuradha Farley
Chairman

ANNEXURE TO DIRECTORS' REPORT

ANNEXURE - B

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY

Pursuant to Rule 8 of Companies (Corporate Social Responsibilities Policy) Rules, 2014

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR policy and projects and programs:-

Brief Outline of Company's CSR policy:

- a. Supporting programme and initiatives for educating including special education and training of children with special emphasis on children who are differently abled and with special needs.
- b. Supporting programme and initiatives for setting up homes, hostels, playground and libraries for children with special needs, women and orphans and setting up of old age homes, day care centres and ancillary facilities for senior citizens with emphasis on reducing inequalities faced by socially and economically backward groups.
- c. Collaborating with communities and institutions to contribute to the mission of eradicating poverty and hunger, especially in remote areas, through agricultural research and knowledge sharing, superior farm and agri-extension practices, soil and moisture conservation and watershed management, conservation of forest resources and drinking water, empowering women economically particularly with regard to education, vocational training, health awareness and supplementing primary education by establishing schools and participating in rural capacity building programme and such other initiatives.
- d. Sustaining continuously to improve standards of Environment, Health and Safety in collaboration with communities, institutions and own employees and to prevent illness and combat diseases which may be considered appropriate from time to time.
- e. Supporting programme and initiatives of government approved academic, technical and

medical institutions by contributing to technology incubators.

- f. Contributing to the Government funds set up for national relief, socio-economic development, relief and welfare of backward classes, minorities and children and promotion of sanitation.

Programs undertaken/ on-going and proposed projects:

- a. Funding for construction of sanitation facility in several schools located in Assam.
- b. Funding for construction of boundary wall, flooring and water supply in schools located in and around Jorhat, Assam.
- c. Providing books, furniture and utensils in several schools located in and around Jorhat, Assam.
- d. Providing utilities in a blind institution for children located at Jorhat, Assam.
- e. Funding scholarships to meritorious students of Assam Agricultural University, Jorhat and Gauhati University, Guwahati, Assam.
- f. Establishment of Dialysis Unit in Christian Mission Hospital, Jorhat
- g. Provision for Hearse Van in Jorhat.

CSR policy and details of the program/projects are also available at the website of the company at <https://www.barooahs.com>

2. The Composition of the CSR Committee: The CSR Committee consists of Mr. Prabir Kumar Datta, Mr. Anjan Ghosh, Mr. Amit Chowdhuri and Mr. Somnath Chatterjee, Directors of the company. Mr. Datta presides the Committee as Chairman.
3. Average net profit of the company for last three financial years: Rs.7,76,15,144/-
4. Prescribed CSR Expenditure (two percent of the amount as mentioned in item 3 above): Rs. 15,52,303/-

5. Details of CSR expenditure disbursed during the financial year ended 31st March, 2018:

(a) Total amount spent for the financial year : Rs. 15,63,687/-.

(b) Amount unspent, if any : Nil

(c) Manner in which the amount was spent during the financial year is detailed below:

1	2	3	4	5	6	7	8
Serial No.	CSR Project or activities identified	Sector in which the Projects is covered (Note 1)	Projects of programs (1) Local area (2) specify the state and district where projects or programs was undertaken	Amount of outlay (budget) projects or program wise	Amount spent on the projects or programs subhead (1) direct expenditure on projects or programs (2) overheads	Cumulative expenditure upto the reporting period	Amount Spent: Direct or through implementing agency
1	Dyalisis Unit	(i)	Local area of operation, Jorhat, Assam	34,00,000	7,50,728	27,57,671	Direct
2	Hearse Van	(i)	Local area of operation, Jorhat, Assam	9,00,000	8,12,959	8,12,959	Direct

Note 1- Sectors in which the project is covered:

- (i) Sustaining continuously to improve standards of Environment, Health and Safety in collaboration with communities, institutions and own employees and to prevent illness and combat diseases which may be considered appropriate from time to time.
6. Reasons for not spending CSR Expenditure for the financial year ended 31st March 2018: Not applicable
7. The CSR Committee confirms that the implementation and monitoring of the CSR activities of the Company are in compliance with the CSR objectives and CSR Policy of the Company.

On behalf of B & A Ltd.

Anjan Ghosh
Member
CSR Committee

Prabir Kumar Datta
Chairman
CSR Committee

Amit Chowdhuri
Member
CSR Committee

Somnath Chatterjee
Member
CSR Committee

Place : Kolkata,
Date : 21st May, 2018

ANNEXURE TO DIRECTORS' REPORT

ANNEXURE - C

Form No. AOC - 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/

arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 (hereinafter the Act') including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:

Names of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts/ arrangements/ transactions including value, if any	Justification for entering into such contracts or arrangements or transactions	Dates of approval by the Board	Amount paid as advance if any	Date on which the special resolution was passed
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Barooahs & Associates Pvt. Ltd (BAPL)	Service charges paid to BAPL by the company during financial year ended 31st March 2018	From 1st April 2017 to 31st March 2018	Transaction upto Rs. 4.25 cr. for the financial year ended 31st March 2018 on account of service charges availed for management of tea estates of the company, arranging supply of stores, machineries, packaging materials, etc. at competitive prices and arranging for sale of company's teas.	The Company operates seven tea estates in Assam and various services relating to management of its gardens are required on regular basis. BAPL has got necessary personnel and expertise to render the services as enumerated above at competitive prices and has been rendering such services for a long time in terms of an agreement. Since these services are unique in nature, market rates are not readily available.	29th August 2017	-	Since the transactions do not exceed the prescribed limits no special resolution was required to be passed under 1st proviso of section 188 of the Act.
Heritage North East Pvt. Ltd. (HNE)	Receipt of lease rentals for letting two bungalows at Sangsua and Gatoonga Tea Estates to HNE during the financial year ended 31st March 2018	From 1st April 2017 to March 2018	Transaction of Rs. 2 lacs for the financial year ended 31st March 2018 on account of receipt of annual lease rental from HNE for use of two bungalows at Sangsua and Gatoonga Tea Estates	The Company has two bungalows at Sangsua and Gatoonga Tea Estates which has been leased to HNE for conducting its tourism activity which have been continuing for years. Since the Bungalows are located amidst the tea gardens, market rate for the lease rentals are not available.	27th May 2017	-	As above

Names of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Salient terms of the contracts/arrangements/transactions including value, if any	Justification for entering into such contract or arrangements or transactions	Dates of approval by the Board	Amount paid as advance if any	Date on which the special resolution was passed
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Heritage North East Pvt. Ltd. (HNE)	Temporary advance made.	From 1st April 2017 to March 2018	Transaction of Rs. 100 lac for the financial year ended 31st March 2018 on account of temporary advance	The Company's bungalows is operated by HNE. To meet the exigencies of HNE the company makes temporary advance from time to time repayable by HNE on demand.	29th August 2017	-	As above
Kaziranga Golf Club Pvt. Ltd. (KGCL)	Temporary advance made	From 1st April 2017 to 31st March 2018	Transaction of Rs. 40 lacs for the financial year ended 31st March 2018 on account of temporary advance	The Company's golf course in Sangsua Tea Estate is operated by KGCL. To meet the exigencies of KGCL the company makes temporary advance from time to time repayable by KGCL on demand.	27th May 2017	-	As above

2. Details of (*) material contracts or arrangements or transactions at arm's length basis :

Names of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transaction	Salient terms of the contracts or arrangements or transactions including values, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
(a)	(b)	(c)	(d)	(e)	(f)
Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable

*Transactions with a related party is construed as material if the transaction/transactions to be entered individually or taken together with previous transactions entered during the financial year exceeds ten percent of the annual consolidated turnover of the company.

For and on behalf of the Board of Directors

Place : Kolkata
Date : 21st May, 2018

Anuradha Farley
Chairman

ANNEXURE TO DIRECTORS' REPORT

ANNEXURE - D

SECRETARIAL AUDIT REPORT

FORM MR-3

(For the period 01-04-2017 to 31-03-2018)

[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
B&A Limited**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by B&A Ltd, CIN- L01132AS1915PLC000200 (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on verification of the books, papers, minute books, forms, returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents (including RTA) and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period ended on 31st March 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms, returns filed and other records maintained by the company for the audit period ended on 31st March, 2018 according to the provisions of:
 - 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 Regulations and Bye-laws framed thereunder;
- IV. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the company :-
 - 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- V. Management represented that other fiscal, labour and environmental laws which are generally applicable to such companies, are duly complied. The following laws/Acts are also inter-alia specifically applicable to the Company, the management represented that same are complied with, to the extent applicable:
 - a. The Standards of Weights and Measures (Enforcement) Act, 1985
 - b. Food Safety and Standards Act, 2006
 - c. Factories Act, 1948

We have also examined compliance of the applicable clauses of the following:

- a. Secretarial Standards issued by The Institute of Company Secretaries of India,

- b. The Provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015;

During the period under review the Company has complied with the provisions of the SEBI Act, Rules, Regulations, Secretarial Standards and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 etc. mentioned above to the extent applicable.

2. We further report that:

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- b. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c. None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

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.

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.

Place : Kolkata
Date : 10th May, 2018

For **T. Chatterjee & Associates**
FRN No. P2007WB067100

Binita Pandey - Partner
Membership No: 41594
COP No. : 19730



ANNEXURE - A to Secretarial Audit Report

**To,
The Members
B&A Limited**

Our report 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 these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate 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. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Kolkata
Date : 10th May, 2018

For T. Chatterjee & Associates
FRN No. P2007WB067100

Binita Pandey - Partner
Membership No: 41594
COP No. : 19730

ANNEXURE TO DIRECTORS' REPORT

ANNEXURE - E

Conservation of Energy, Technology Absorption & Foreign Exchange Earnings and Outgo

[Pursuant to clause (m) of sub-section (3) of section 134 of the Act and Rule 8(3) of the Companies (Accounts) Rules, 2014]

a) Conservation of Energy	
(i) Steps taken or impact on conservation of energy	<ul style="list-style-type: none"> (i) Online conveyerisation of manufacturing process which resulted in reduction of idle running time of machineries less time consumption thereby saving energy and increasing efficiency. (ii) Using gas grids for generating heat. (iii) Replacement of old electrical motors by new energy efficient motors in phased manner. (iv) Purchase of energy efficient farm equipments. (v) Installation of LEDs. (vi) Policy of regular service of heating and cooling equipments (vii) Replacement of old air conditioners with new ones. (viii) Phased replacement of old vehicles by new ones. (ix) Optimizing factory running hours and machinery usage to achieve high load factor and avail minimum tariff. (x) Maintaining water bodies to reduce power consumption. (xi) Installation of new CTC/dryer machine in Sangsua Factory
(ii) Steps taken by the company for utilizing alternate sources of energy	The Company's operation extends to large areas where usage of alternative energy is rather difficult. However, the company has undertaken feasibility study.
(iii) Capital investment made on energy saving equipments	The Company had not made separate capital investment during the year in energy conserving equipments.
b) Technology Absorption	
(i) The efforts made towards technology absorption	<ul style="list-style-type: none"> i. Use of low wattage LED in place of high wattage convention lamps. ii. Online conveyerisation of flow process iii. Use of hygienic flooring system in new Sangsua factory



(ii) The benefits derived like product improvement, cost reduction, product development or import substitution	<ul style="list-style-type: none"> i) Reduction in power cost ii) Higher worker's outrun resulting in reduced cost of production
<p>(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)</p> <ul style="list-style-type: none"> a) The details of technology imported b) The year of import c) Whether the technology have been fully absorbed d) If not fully absorbed areas where absorption has not taken place and the reasons thereof 	Nil
(iv) Expenditure incurred on research and development	The Company has incurred Rs. 11.08 lac (previous year Rs. 9.54 lac) for the financial year ended 31st March 2018 on account of research and development.

- c) **Foreign Exchange Earning and Outgo** - During the period, foreign exchange earning was Nil (previous year nil) and outgo in foreign exchanges was nil (Previous year nil).

For and on behalf of the Board of Directors

Place : Kolkata
Date : 21st May, 2018

Anuradha Farley
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE FINANCIAL YEAR 2017-18

1.1. Tea Industry, Structure and Developments:

Indian tea is among the finest in the world owing to strong geographical indications, investments in tea processing units, continuous innovation, augmented product mix and strategic market expansion. The main tea-growing regions are in Northeast India (including Assam) and in North Bengal (Darjeeling district and the Dooars region). Tea is also grown on a large scale in the Nilgiris in South India.

All India production increased in season 2017 to 1278.33 mkgms from 1267.36 mkgms in season 2016 as South Indian Production was higher by 19.56 mkgms compared to previous season. However, North Indian Production declined to 1046.42 mkgms in 2017 compared to 1054.51 mkgms in 2016. Assam valley also recorded a drop in production in season 2017 by 11.6 mkgms compared to 2016. Exports were higher in 2017 by 18.23 mkgms compared to 2016 while Middle East and Persian Gulf accounted for substantial increase in quantity. However, currency movements adversely impacted realization in INR terms.

Season 2017 witnessed slow but sure revival as rural India restored from the effect of demonetization along with inadequate stock of premium teas which ensured quality offerings and were readily and rapidly snapped up from the onset of the season. With entry of almost all major players from May, prices surged significantly, especially for better, medium and upwards categories. Lower output by major quality CTC producers put pressure on availability of good CTC teas and major blenders' operations on better categories resulted in widening price concertina. Levels for good and best teas moved up while plainer categories dropped. Demonetization in 2016 coupled with GST roll out in 2017 stymied business for smaller traders. Smaller trader's relinquished space to large packeteers, who were better equipped to handle issues associated with demonetization and GST. Orthodox producers did well with record production. Record volumes were sold at marginally lower levels compared to 2016.

With auctions proving remunerative and duty drawback difficult post GST, producers reposed continued faith in auctions. Firmness in prices at North Indian auction centers sustained throughout the season. However profitability of the majority of the tea companies was tempered by cost escalation mainly attributable to increasing wage rates. Prices at South Indian auctions however have been impacted by higher production levels.

In the global front, production in 2017 is likely to remain below 2016 levels. While Sri Lankan production recorded an increase by 15 mkgms in 2017, Kenyan crop fell by 33 mkgms and helped Indian teas towards greater market share in Egypt, Pakistan and UAE.

1.2. Opportunities and Threats:

Tea is globally one of the most popular and lowest cost beverages, next only to water. Tea is consumed by a wide range of age groups in all levels of society. More than three billion cups of tea are consumed daily worldwide. India is one of the world's largest consumers of tea, with about three-fourths of the country's total produce consumed locally. The consumption pattern has changed in time and the industry is witnessing good awareness level world over as to health attributes of tea leading to growing demand for quality teas. At times the gap between supply and demand has narrowed down due to increased growth rate of consumption in the major producing countries. Indian tea entities are responding positively towards Government initiatives/incentives for processing factories and availing special purpose tea fund and quality up-gradation initiatives.

Despite being the largest producer of tea worldwide only after China, Indian tea once had virtually lost all global markets because it traded merely as a commodity. The industry needs to be competitive in production, marketing, logistics and product offerings in as much it takes fierce competition from Sri Lanka and Vietnam as these countries have round the year production thus having economies of

scale. Further lower cost of production in Kenya, Vietnam and Indonesia is making Indian tea less competitive in the global market. Further proposed reimplementations of PAN India post auction module may affect the liquidity position of the tea producing entities adversely.

2. Segment-wise or product-wise performance:

The company is primarily engaged in the business of cultivation, manufacture and sale of tea and is managed organizationally as a single unit. The golf resort in Sangsua Tea Estate of the company is being managed by another group company. Accordingly the company is a single segment company.

The following chart will illustrate the operating trends of the company for its tea business for the last five financial years:

Performance Highlights

Particulars	2013-14	2014-15	2015-16	2016-17	2017-18
Production (lac kgs)	56.77	53.55	56.41	56.85	59.09
Sales (lac kgs)	54.37	51.87	54.65	53.80	59.38
Average Price (Rs./kg)*	185.00	197.00	201.00	191.00	205.28

*Average Price realisation from combined sale of own and bought tea leaves.

Average price realization of the company in auctions of made tea from own leaf was higher than the industry averages during the year. North Indian CTC auction averages was Rs. 143.98 in 2017 which was at par with 2016 levels. Teas manufactured in three tea estates of the company, Mokrung, Gatoonga and Salkathoni scored consistent ranking in CTTA batting order in terms of consolidated auction price averages. The comparative chart below depicts how the company's teas commanded premium in the market.

CTTA Batting Order	Rank		Average Price (Rs./kg)	
	2017	2016	2017	2016
Halmar	1	1	282.15	265.88
Mokrung	2	2	269.82	252.91
Gatoonga	3	4	265.72	229.58
Lukwah	4	5	241.31	227.91
Hookmol	5	-	239.71	211.76
Socklatinga	6	30	236.99	182.35
Salkathoni	7	8	228.85	207.99
Deha	8	7	227.16	211.82
Khongea	9	16	224.10	195.74
Duflating	10	15	222.97	197.66

3.1 Outlook and Prospect, Tea:

The Indian tea market for the season 2018 is expected to have a strong start with anticipated lower crop and reduced auction carry forward as crop for March-April 2017 was close to record. It is expected that CTC stocks at North Indian auctions will be much lower than 2017 season. Season 2018 may witness inventory with premium blenders appearing lower than 2017 and good and best sorts remaining buoyant as categories will be in short supply. Moreover, as GST related issues settle, demand for quality teas will likely to be more consistent. However, any erratic or unfavourable weather conditions may affect production of quality tea and crop. Likewise, any disproportionate increase in wages and other input costs will impact the profitability of the tea producing entities significantly.

The Tea Board of India has rescheduled implementation of Pan India Post Auction module before the new season. Any glitch as witnessed in 2016 could adversely impact tea market.

However, Industry envisages a significant up curve in prices when market commences. Opening levels may scale at least 10 to 15 percent above the 2017 prices.

Your company will continue to strive for better profitability during the current year by producing quality teas, improved yield and effective cost control. It will continue to invest in Development expenditure as far as practicable for achieving better yield and producing quality teas.

3.2 Leisure Resort:

Kaziranga Golf Resort a scenic golfing retreat one of its kind located in the middle of the Sangsua Tea Estate in Assam has now completed its 5th year of operation and has become a coveted destination for domestic and international travelers. The Resort which housed the 1st International standard championship golf course in North East India and recognized as one of the best five courses in India by Indian Golf Union, has 14 luxurious cottage rooms with a panoramic view of lush tea gardens, a premium suite, a clubhouse and a conference room which boasts all modern amenities. Several golf tournaments

of international standard were organized during the period under review.

3.3 Subsidiary Company:

B&A Packaging India Ltd, the subsidiary company, is engaged in the production of high quality paper sacks and flexible laminates. The performance of the company for the year under discussion had been phenomenal. The company has shown impressive growth over the years in terms of revenue and profit. This will be evident from the following chart.

Growth Trends of B&A packaging India Ltd. Rs. Cr.			
Particulars	2015-16	2016-17	2017-18
Net Sales	52.26	58.89	69.72
PBT	4.85	5.49	7.58

Segment Results of B&A Packaging India Ltd. Rs. Cr.			
Particulars	2015-16	2016-17	2017-18
Revenue Paper Sacks	38.76	44.06	48.68
Revenue-Flexible Laminates	13.41	14.74	20.69

4.1 Risks and Concerns:

The major weakness of the tea industry in general is, it is largely dependent on whims of nature. Tea production is highly labour intensive probably the only industry in the country which provides free accommodation, electricity and rations to all its workers and is subject to stringent labour laws. High cost of production is making Indian tea vulnerable in the global market. The other major concerns which are affecting the growth of the industry are climate change, lack of capital at globally competitive price and non-availability of adequate number of workforce in the tea producing areas.

4.2 Risk Mitigation System:

The Company had adopted a 'Policy on Risk Management' and continuously identifies the risk prone areas of its operations. All material risks faced by the Company with regards to its tea business are identified and assessed

by the Risk Cell appointed by the Board of Directors in this regard. For each of the risks identified, corresponding controls are exercised and strategies and procedures are put in place for monitoring and mitigating the risks under review and reporting the same on periodic basis to the Audit Committee of Directors. The Risk Management Policy and the constitution of risk cell are available in the company's website at <https://www.barooahs.com>

5. Internal Financial Control System and Adequacy:

The Company has in place adequate systems of internal control commensurate with its size and the nature of its operations. The system provides reasonable assurances with regard to safeguarding company's assets from unauthorized use, recording and providing reliable operational and financial information, promoting operational efficiencies and ensuring compliance with various statutory provisions and corporate policies.

The Company has an effective ERP system covering the entire business operations and provides useful and effective MIS to the senior management which help them to monitor the adequacy of the Internal Control System.

Further the ERP system provides for stringent procedure check ensures structured work instructions and clearly lay down principles for authorizing of sales, purchases, payments and receipts. Further computerized system provides for custodial control with identified person at all levels.

The Company has retained the service of a Chartered Accountant firm of repute to periodically review internal control systems in business processes and verify compliance with the laid down policies and procedures. The pre-audit and post-audit checks and reviews carried out by the Internal Auditors ensure follow up on the observations made by them in their previous reports. Reports of the internal auditors are reviewed by the senior management and are also placed before and comprehensively

discussed at meetings of the Audit Committee from time to time. The Audit Committee reviews the adequacy of internal control systems, audit findings and suggestions and ensures follow up of the implementation of the corrective actions. The Statutory Auditors of the company also interacts with the Audit Committee to share their findings on the adequacy of internal control systems covering various areas as and when warranted and scope of further improvement.

6. Human Resource Development / Industrial Relations:

The Company strongly believes in enhancing the value of its people assets consistently. The Company employed around 3566 individuals who share a passion for excellence. Learning needs of the executives and managers had been addressed during the year under review through programmes in the areas of strategy, execution and critical thinking. To provide a truly holistic approach, job rotations had been made and movements and developments are institutionalized.

Industrial relations were harmonious at all our gardens. Despite of remote and isolated locations of its tea estates the company was able to keep the morale of its managers and staff high and employee attrition at very low level.

7. Financial performance and analysis:

The shareholders fund as on 31st March 2018 was Rs. 55.48 cr. comprising of Rs. 3.10 cr. as equity share capital and Rs. 52.38 cr. as reserves. The Board of Directors have recommended a final equity dividend of 30 % i.e. Rs. 3 per share of Rs. 10 each. During the year under review the profit before tax stood at Rs. 7.79 cr. compared to Rs. 4.61 cr. registered in the previous financial year.

Though the company had been projecting positive cash flows for the last six years, government's approach for unrealistic wage structure, persistent increase in the cost of

power, fuel and fertilizers, withdrawal of foodsubsidy to workers, may impact the liquidity position of the company adversely. The Company is constantly practicing cost control measures at gardens and offices to put a curb on the diminishing margins.

8. Cautionary Statement

The Statements in the report of the Board of Directors and Management Discussion and Analysis describing company's projections, estimates, expectations and predictions are forward looking statements within the meaning of the applicable Securities Laws and

Regulations. Actual results could differ materially from those expressed or implied since the company's operations are influenced by many external and internal factors beyond the control of the management. The Company assumes no responsibility in respect of forward looking statements made herein which may undergo changes in future on the basis of subsequent developments, information or events. Further market data and information contained in these reports have been based on information gathered from various published and unpublished reports and accuracy of which cannot be assured.

For and on behalf of the Board of Directors

Place : Kolkata
Date : 21st May 2018

Anuradha Farley
Chairman

CORPORATE GOVERNANCE REPORT

FOR THE FINANCIAL YEAR 2017-18

Company's philosophy on Corporate Governance

The company believes that good corporate governance consists of a combination of prudent business practices and ethics which enhance the value of the company to its various stakeholders. The Company's business objectives are governed in such a way so as to create value that can be sustained on a long term basis for all its stakeholders. In addition to compliance with the regulatory requirements, the company endeavors to ensure the highest moral and ethical standards at all levels within the organization. The company further believes that such standards are mooted upon the core values of transparency, accountability, environmental consciousness and independent monitoring. The company makes its best efforts to uphold these core values in all facets of its business operations. The Board of Directors is responsible for and committed to ensure sound principles of corporate governance in the company and plays a crucial role in overseeing how the management serves the short and long

term interests of the shareholders and other stakeholders.

I. BOARD OF DIRECTORS

i) **Composition and Changes** : The Board of Directors as on 31st March 2018 consisted of nine members, comprising of:

- a. five independent directors
- b. three non-executive rotational directors
- c. one executive director

Mrs. Anuradha Farley acts as regular non-executive Chairperson and is a promoter of the company. Accordingly, half of the Board Members serve as independent directors to confirm the requirement as envisaged under Regulation 17 (1) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, SEBI (LODR). The particulars of the Directorate and change in the composition during the financial year ended 31st March 2018 are detailed below:

Name of the Director	Date of Appointment/ Reappointment	Particulars of appointment/ reappointment
Mrs. Anuradha Farley	15th September 2015	Reappointed as Roational Director in the Annual General Meeting
Mr. Amit Chowdhuri	29th September 2016	Reappointed as Roational Director in the Annual General Meeting
Mr. Basant Kumar Goswami	27th September 2014	Appointed as Independent Director in the Annual General Meeting for 5 years.
Mr. Latifur Rahman	27th September 2014	Appointed as Independent Director in the Annual General Meeting for 5 years.
Mr. Bhramar Kumar Mahanta	15th September 2017	Reappointed as Roational Director in the Annual General Meeting
Mr. Anjan Ghosh	15th September 2015	Appointed as Independent Director in the Annual General Meeting for 5 years.
Mr. Raj Kamal Bhuyan	15th September 2015	Appointed as Independent Director in the Annual General Meeting for 5 years.
Mr. Prabir Kumar Datta	15th September 2015	Appointed as Independent Director in the Annual General Meeting for 5 years.
Mr. Somnath Chatterjee	1st April 2018	Reappointed as Managing Director for 5 years.

- ii) Meetings of the Board:** During the financial year 2017-18 four board meetings were held on 27th May 2017, 29th August 2017, 15th November 2017 and 14th February 2018. In terms of section 149 of the Companies Act' 2013 (hereinafter the Act') read with schedule IV of the Act' and Regulation 25 (3) of SEBI (LODR) a separate meeting of the independent directors of the company was held on 14th February 2018 to discuss on the points as enumerated in the said schedule. The composition of the Board of Directors, attendance of the directors in the Board and Annual General Meeting and shareholding particulars in the company during the financial year 2017-18 are detailed below:

Name	Designation	Board meetings attended	Independent Director's meeting attended	Whether attended Annual General Meeting	Directorship in other Indian Companies ▲	Committee Membership/ Chairmanship in other Indian Companies ▲		No of Shares held in the Company
						Member	Chairman	
Mrs. Anuradha Farley	Non-Executive, Promoter Director	2	Na	No	1	Nil	Nil	4,800
Mr. Latifur Rahman	Non-Executive & Independent Director	2	No	No	Nil	Nil	Nil	Nil
Mr. Basant Kumar Goswami *	Non-Executive & Independent Director	3	Yes	No	7	4	1	Nil
Mr. Anjan Ghosh	Non-Executive & Independent Director	4	Yes	Yes	1	1	1	Nil
Mr. Raj Kamal Bhuyan	Non-Executive & Independent Director	4	Yes	Yes	1	Nil	Nil	Nil
Mr. Prabir Kumar Datta	Non-Executive & Independent Director	4	Yes	Yes	Nil	Nil	Nil	Nil
Mr. Amit Chowdhuri	Non-Executive Director	4	Na	Yes	1	1	1	Nil
Mr. Somnath Chatterjee	Managing Director	4	Na	Yes	1	2	Nil	Na
Mr. Bhramar Kumar Mahanta	Non-Executive Director	4	Na	Yes	Nil	Nil	Nil	250

Notes: ▲ The Directorship/Committee Membership/Chairmanship in other Companies excludes private limited companies, foreign companies and companies formed under section 8 of the Companies Act' 2013. Committee membership/Chairmanship in other companies includes Audit Committee and Stakeholder's Relationship Committee only.

*Mr. B.K. Goswami serves the Board of Directors in 4 listed companies as Independent Director.

- iii) Letter of appointment-** Letter of appointment issued to independent directors of the company is available at the website of the company at <https://www.barooahs.com>
- iv) Familiarization programme:** The Independent Directors have been familiarized through various programmes of their roles, rights, responsibilities in the company, nature of the industry in which the company operates etc. Details of these programmes are available at the website of the company at <https://www.barooahs.com>.

- v) **Woman Director:** Mrs. A Farley continues as a woman director on the Board. This is in compliance with Regulation 17(1) of the SEBI (LODR).
- vi) **Code of Conduct:** The Company formulated a Code of Conduct for its Directors and Senior Management Staff which includes Code for Independent Directors as stipulated under Schedule IV of the Companies Act' 2013. As required under Regulation 26 (3) of the SEBI (LODR) Regulations 2015, affirmation to the compliance with the code from all Directors and Senior Management Personnel has been obtained for the financial year ended 31st March 2018 and a declaration from the Managing Director to this effect forms part of this Annual Report. The Code is available at the website of the company at <https://www.barooahs.com>
- vii) **Information to Board:** Necessary information as specified in Part A of Schedule II of the SEBI (LODR) Regulations, 2015 including, inter-alia quarterly statutory compliance reports, updates, annual budgets, as and when applicable were placed before the Board for its review and consideration.
- viii) **Materially significant business relationship:** As required under Ind AS 24, transactions with related parties have been furnished under Note 43.2 of the Notes to the Accounts appended to the Balance Sheet for the year ended 31st March 2018. There was no transaction of material nature with the Promoter, Directors or their relatives, etc. that might have potential conflict with the interest of the company, other than those, disclosed in the said note.
- ix) **CEO/CFO Certificate:** The Managing Director and the CFO have issued certificate pursuant to the Regulation 17(8) of the SEBI (LODR) certifying that the financial statements for the financial year ended 31st March 2018 do not contain any materially untrue statement and these statements represent a true and fair view of the affairs of the company.
- x) **Disclosure of relationship between Directors inter-se:** None of the Directors are related with each other in terms of Section 2 (77) of the Act'.
- xi) **Key Managerial Personnel:** Mr. Somnath Chatterjee, Managing Director, Mr. D. Chowdhury, Company Secretary and Mr. Tapas Kumar Chatterjee, Chief Financial Officer continues to hold the position of key managerial personnel in terms of section 203 of the Act'.

II. COMMITTEES OF THE BOARD

1. AUDIT COMMITTEE

- a. **Terms of reference:** The Audit Committee of the Company was constituted in terms of section 177 of the Act' and is in conformity with the provisions of SEBI (LODR). The primary objective of the Audit Committee of Directors is to discharge responsibilities relating to overseeing the financial reporting process, surveillance of internal controls and initiate, regulate, monitor the Internal, Statutory and Cost Audit functions of the company and inter alia performs the following functions:
- (i) Recommending appointment, remuneration and terms of appointment of auditors of the company.
 - (ii) Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
 - (iii) Reviewing and examining the annual and quarterly financial statements and the auditor's report thereon.
 - (iv) Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
 - (v) Approve or modify subsequently any transactions of the company with related parties.
 - (vi) Scrutinize inter corporate loans and investments.
 - (vii) Initiate valuation of the undertakings or assets of the company, wherever it is necessary.
 - (viii) Evaluate of internal financial controls and risk management systems.

- (ix) Monitoring the end use of funds raised through public issues and other offers and related matters.
- (x) Review with the management performance of Statutory and Internal Auditors, adequacy of the internal control systems and reviewing adequacy of internal audit functions.
- (xi) Review the substantial defaults in the payment to depositors, debenture holders and shareholders of the company.
- (xii) Review of the functioning of the whistle blower mechanism.
- (xiii) Such other functions that may be delegated by the Board to the Committee from time to time.

- b. Composition, Meetings and Attendance:** The Audit Committee comprises of five directors, majority of them are independent directors. Audit Committee met four times during the Financial Year 2017-18 on 27th May 2017, 29th August 2017, 15th November 2017 and 14th February 2018. The composition of the Audit Committee and attendance of the members during financial year 2017-18 are as follows:

Name of the Member	Category of Directorship	Number of meetings attended
Mr. Anjan Ghosh	Non-Executive Independent	4
Mr. Basant Kumar Goswami	Non-Executive Independent	4
Mr. Latifur Rahman	Non-Executive Independent	2
Mr. Rajkamal Bhuyan	Non-Executive Independent	2
Mr. Somnath Chatterjee	Executive	4

Mr. Anjan Ghosh acts as the Chairman of the Committee. Mr. Somnath Chatterjee and Mr. Rajkamal Bhuyan were co-opted as members with effect from 29th August 2017. The Company Secretary acts as the 'Secretary'

to the Audit Committee. The Chief Financial Officer, Head of Garden Operations, Internal, Statutory and Cost Auditors were invited to attend the Audit Committee Meetings. The Chairman of the Audit Committee was present in the Annual General Meeting held on 15th September 2017.

2. NOMINATION AND REMUNERATION COMMITTEE

- a. Terms of reference:** The Nomination and Remuneration Committee of Directors was constituted in terms of section 178 of the Act' and is in agreement with SEBI (LODR). The role of the Nomination and Remuneration Committee inter alia includes recommending to the Board on appointment, removal of Directors and Key Managerial Personnel and compensation payable to them.

- b. Composition, Meetings and Attendance:** The Nomination and Remuneration Committee comprises of three directors all of them are non-executive and majority of them are independent. Mr. Anjan Ghosh acts as the Chairman of the Committee. During the Financial Year 2017-18 three committee meetings were held on 27th May 2017, 29th August 2017 and 14th February 2018. The Chairman of the committee attended the annual general meeting held on 15th September 2017. The composition of the Committee and attendance of the members during financial year 2017-18 are as follows:

Name of the Member	Category of Directorship	Number of meetings attended
Mr. Anjan Ghosh	Non-Executive Independent	3
Mr. Basant Kumar Goswami	Non-Executive Independent	2
Mr. Amit Chowdhuri	Non-Executive	3

Mr. D. Chowdhury, Company Secretary acts as the Secretary of the Committee.

- c. Remuneration Policy:** The Company formulated Nomination and Remuneration Policy as recommended by Nomination and Remuneration Committee of Directors and approved by the Board. The said policy is available at the website of the company at <https://www.barooahs.com>

d. Performance evaluation of Independent Directors:

The criteria for performance evaluation of Independent Directors as recommended by Nomination and Remuneration Committee of Directors and approved by the Board is available at the website of the company at <https://www.barooahs.com>

e. Details of Remuneration Paid to the Directors:

The non-executive directors received sitting fees for attending meetings of the Board of Directors and Committee thereof. During the financial year 2017-18, Non-Executive Directors of the Company were paid sitting fees of Rs. 20,000/- for attending each meetings of the Board of Directors and Audit Committee, Rs. 10,000/- for attending meetings of Stakeholder Relationship Committee, Nomination and Remuneration Committee

and Corporate Social Responsibility Committee and Rs. 6,000/- for Share Transfer Committee. Besides sitting fees, the non-executive directors of the company were not paid any other remuneration or commission except reimbursement of conveyance expenses for attending the meetings.

Mr. Somnath Chatterjee, Managing Director was paid remuneration as approved by the shareholders. Mr. Somnath Chatterjee has been re-appointed as Managing Director for a period of 5 (Five) years with effect from 1st April 2018. His notice period is 3 months. He is not entitled to any severance fees. Mr. L. Rahman waived his sitting fees for the financial year 2017-18. None of the directors or key managerial personnel was offered any stock option during the financial year under review.

The details of the payments made to the Directors during the financial year ended 31st March 2018 are given below-

(in Rs.)

Name of the Director	Designation	Sitting fees	Salary and Perquisites	Commission	Total
Mrs. Anuradha Farley	Non-Executive Director	40,000	-	-	40,000
Mr. Basant Kumar Goswami	Non-Executive Independent Director	1,60,000	-	-	1,60,000
Mr. Amit Chowdhuri	Non-Executive Director	2,12,000	-	-	2,12,000
Mr. Raj Kamal Bhuyan	Non-Executive Independent Director	1,40,000	-	-	1,40,000
Mr. Latifur Rahman	Non-Executive Independent Director	-	-	-	-
Mr. Anjan Ghosh	Non-Executive Independent Director	3,22,000	-	-	3,22,000
Mr. Bhramar Kumar Mahanta	Non-Executive Director	80,000	-	-	80,000
Mr. Prabir Kumar Datta	Non-Executive Independent Director	1,30,000	-	-	1,30,000
Mr. Somnath Chatterjee	Managing Director	-	30,05,032	-	30,05,032

f. Particulars of Remuneration: Managing Director and the other key managerial personnel were paid monthly remuneration as approved by the Board on the recommendation made by the Nomination and Remuneration Committee and were in accordance with the statutory provisions of the Act' and the rules made there

under for the time being in force and approved by the shareholders and Central Government, wherever required.

In terms of rule 5 of the Companies (Appointment & Remuneration) Rules, 2014 the following statement depicts the necessary disclosure with regards to remuneration paid to Directors

and Key Managerial Personnel vis-à-vis compensation of the employees:

- i. Ratio of the remuneration of Managing Director to the median remuneration of the employees of the company for the financial year 2017-18, the percentage increase in the remuneration of the Managing Director, Company Secretary and Chief Financial Officer during the financial year 2017-18.

Name of the Director/ Key Managerial Personnel	Designation	Ratio of remuneration to each director to median remuneration of employees	Percentage increase in remuneration
Mr. Somnath Chatterjee	Managing Director	7.2:1	-19%
Mr. Debdeep Chowdhury	Company Secretary	3.4:1	-7%
Mr. Tapas Kumar Chatterjee	Chief Financial Officer	3.3:1	12%

Notes: a. Non-executive directors of the company are entitled for sitting fees and ratio of

remuneration and percentage increase for non-executive directors are not considered for the abovementioned purpose.

- b. Employees for the above purpose include employees and executives of the company excluding employees governed under wage agreement.
- ii. The percentage increase in the median remuneration of general employees of the company for the financial year ended 31st March 2018 was -24%. The garden managers, executives and staffs of H.O. received an average increment in salary of 1.3% during the year under review.
- iii. The Company had 3566 permanent employees on the rolls as on 31st March 2018.
- iv. Increase in remuneration of the key managerial personnel was in line with the remuneration policy of the company and based on performance and its competitiveness.
- v. The particulars of top ten employees in terms of remuneration drawn during the financial year ended 31st March 2018 are listed below:

Sl. No.	Name of the Employee	Designation	Remuneration Received (Rs.)	Nature of Employment	Qualification	Experience (in years)	Date of commencement of employment	Age	Last Employment	% of Equity shares held in the Company	Whether relative of any Director/ Manager
1	Mr Somnath Chatterjee	Managing Director	30,05,032	Permanent	B.Com	33	24.12.1986	55	BM Chemicals Pvt Ltd.,	7.82%	No
2	Mr Dhruva Jyoti Dowerah	Visiting Agent	18,50,560	Permanent	B.Sc. Agri	25	15.12.1993	50	N.A.	-	No
3	Mr Debdeep Chowdhury	Company Secretary	13,94,099	Permanent	ACS, ACMA	29	14.04.2009	47	Kalpna Industries, Kol.	-	No
4	Mr Tapas Kumar Chatterjee	Chief Financial Officer	13,90,755	Permanent	B.Com	47	15.04.2004	68	Bishnauth Tea Co., Magor Group	-	No
5	Mr Partha Mukhopadhyay	G.M.-Legal & Taxation	12,56,595	Permanent	LLB	36	09.10.2006	59	N.A.	-	No
6	Mr Bikash Das	Group Manager-Gatoonga	10,79,095	Permanent	BE (Elect.)	20	17.08.1998	46	N.A.	-	No
7	Mrs. Christne Doreen Jones	Head-HRD & Executive Asst. of M. D.	9,35,600	Permanent	B.A. (Hons)	33	17.12.1990	54	Gillanders Arbutnot & Co. Ltd., Kolkata James Warren	-	No
8	Mr. Diganta Bijoy Borah	Actg. Manager, Sangsua T.E.	8,82,760	Permanent	B.Sc. (Agri)	24	01.12.2015	50	Bozaloni T.E. Makum	-	No
9	Mr Rituparna Borah	Group Manager-Morkrung T.E.	7,93,120	Permanent	B.A. (Hons)	20	17.08.1998	48	Manufacture of Green Green Leaf Nylon Bags	-	No
10	Dr. Pronab Bordoloi	Chief Medical Officer	7,57,592	Permanent	MBBS (AMC)	20	01.05.2003	54	Agartala Tea Co. Jorhat	-	No

3. STAKEHOLDERS' RELATIONSHIP COMMITTEE

a. Description, constitution and terms of reference: The Board constituted Stakeholders Relationship Committee' in compliance with section 178 of the Act' and in conformity with SEBI (LODR). The Stakeholders Relationship Committee oversees the process of grievance redressal of the company. The Committee is presided by Mr. Amit Chowdhuri, Non-executive Director, as Chairman and Mr. Somnath Chatterjee, Managing Director and Mr. Anjan Ghosh acts as a member. The shareholder's grievances are handled by the company's Registrar and Transfer Agents (RTA) in consultation with the secretarial department of the company. Mr. D. Chowdhury, Company Secretary has been appointed as Compliance Officer and is in charge of the shareholder's grievances cell.

b. Shareholder's grievance details:

Number of compliants received till 31st March 2018	Number of compliants not solved	Number of pending compliants
21	Nil	Nil

4. SHARE TRANSFER COMMITTEE

The Board delegated power to a committee consisting of Mr. Somnath Chatterjee, Mr. Anjan Ghosh and Mr. Amit Chowdhuri, Directors of the company to attend formalities relating to transfer, transmission of shares which were in physical mode and issue of necessary certificates. During the year the Committee met nine times.

5. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

a. Description, constitution and terms of reference: The Board had constituted Corporate Social Responsibility (CSR) Committee in compliance with section 135 of the Act. Mr. P.K. Datta, Independent Director, Chairs the Committee. During the year Mr. Amit

Chowdhuri was co-opted as a member with effect from 29th August 2017. The role of CSR Committee includes recommending to the Board the CSR policy, connected CSR activities to be undertaken and proper implementation of the CSR initiatives of the Company.

b. Composition, Meetings and Attendance: Corporate Social Responsibility Committee met three times during Financial Year 2017-18 on 27th May 2017, 15th November 2017 and 14th February 2018. The composition of the CSR Committee and attendance of the members during financial year 2017-18 are as follows:

Name of the Member	Category	Number of meetings attended
Mr. Prabir Kumar Datta	Non-Executive Independent	3
Mr. Anjan Ghosh	Non-Executive Independent	3
Mr. Somnath Chatterjee	Executive Director	3
Mr. Mr.Amit Chowdhuri	Non-Executive Director	2

III. PROFILE OF DIRECTORS SEEKING APPOINTMENT

Mrs. Anuradha Farley- Mrs. Farley was born in Assam in 1954 and took over from her late father as Chairman of the Board of Directors of B & A Ltd on 30th August 2013. Mrs. Farley is a UK citizen and a Person of Indian Origin (PIO). She graduated from Fashion Institute of Technology State University of New York, Summa cum Laude and was runner up for valedictorian. She held five solo art exhibitions in Tokyo (1988), Hong Kong (1990 and 1992) and London (1994 to 1997). Her fashion illustrations have appeared in the New York Times and Women's wear daily and she also illustrated a book on executive women's fashion in New York City in 1982. Being born and brought up in a family which produces tea over

centuries in Assam she is well conversant with the tea industry.

Mr. Somnath Chatterjee - Mr. Somnath Chatterjee is a commerce graduate and was trained in UK in the area of manufacturing and packaging of products. He has more than thirty years of extensive experience in tea plantation and packaging business.

Particulars of directorship of Mrs. Farley and Mr. Chatterjee in other companies are tabled below:

Director	Name of the Company	Position held	Committee Membership
Mrs. Anuradha Farley	B&A Packaging India Ltd.	Chairman	Member in Nomination and Remuneraton Committee
Mr. Somnath Chatterjee	B&A Packaging India Ltd.	Whole Time Director	Member in Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee

IV. GENERAL BODY MEETINGS

a. Details of the last three Annual General Meetings.

Date	Venue	Time	Special Resolutions Passed
15th September 2015	Indu Bhawan Mahatma Gandhi Road, Jorhat-785001	10.30 a.m.	No Special Resolution was passed
29th September 2016	Indu Bhawn Mahatma Gandhi Road, Jorhat-785001	10.30 a.m.	No Special Resolution was passed
15th September 2017	Indu Bhawn Mahatma Gandhi Road, Jorhat-785001	09.30 a.m.	No Special Resolution was passed

b. Postal Ballot: No special resolution was passed through postal ballot during the financial year ended 31st March 2018. No special resolution is proposed in the ensuing annual general meeting to be passed through postal ballot scheme.

c. Electronic Voting: In terms of Regulation 44 of SEBI (LODR) read with Rule 20 of Companies (Management and Administration) Rules 2014 as amended, the company extended Electronic Voting (remote e-voting) facility to its shareholders with respect to all resolutions which were proposed in the Annual General Meeting held on 15th September 2017. The facility of ballot voting at the venue of the meeting was also provided.

V. DISCLOSURES

a. Related party transactions: The Company adopted a policy on 'Related Party Transactions' for determining materially significant related party transactions, approval process and review of all related party transactions entered by the company. The Policy is available at the website of the company at the web link, <https://www.barooahs.com>. All related party transactions were approved by the Audit Committee and the Board of Directors. Further Audit Committee on quarterly basis reviewed the details of the transactions entered during the year under review.

b. Policy for material subsidiary: The Company adopted 'Policy of Subsidiary' for determining material subsidiaries and related disclosures thereto. The policy is available at the company's website at <https://www.barooahs.com>.

c. Details of non-compliance: No penalties/ strictures were imposed on the company by Bombay Stock Exchange, SEBI or any other Statutory Authority on any matter related to capital markets, during the last three years.

d. Whistle Blower Policy: The Company had established a vigil mechanism for Directors and employees to report genuine concern by whistle blowers for instances of fraud and mismanagement in line with the objective of strengthening the governance mechanism and report to the Audit Committee for instances of illegal or unethical practices, behavior, actual or suspected fraud or violation of the Company's Code of Conduct. All stakeholders including the directors and individual employees are eligible

to make protected disclosures under this policy. The said policy is available at the website of the company at <https://www.barooahs.com>. During the year under review, no person reported any concern under the policy. Further, no person was denied access to the Audit Committee for issues relating to the policy.

- e. Commodity Price Risks and hedging activity:** The Company produces and sells one product i.e. 'Black Tea' which is not exposed under any commodity price risk as it is mostly traded through tea auction centers under a definitive price mechanism and driven by market forces. The Company has not carried any hedging activity for its tea.
- f. Compliance with mandatory requirements:** The Company complied with the entire mandatory requirements of SEBI (LODR) as specified under regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 and Para C, D, E of the Schedule V of the said Regulations as applicable to the company. During preparation of financial statements for the year under review, accounting treatments as prescribed in the Accounting Standards have been followed. Pursuant to part E of the Schedule V of the said Regulations a certificate from Practicing Company Secretary on compliance of Corporate Governance Norms by the company is annexed with the Director's Report and will be sent to the Shareholders as well as Bombay Stock Exchange.
- g. Significant changes in the accounting policy:** There were no significant changes in the accounting policies during the year under review except those adopted due to adoption of Ind AS with effect from 1st April 2017 and disclosed in the notes to the accounts appended to the financial statements for the year ended 31st March 2018.
- h. Disclosure of Accounting Treatment:** While preparing the financial statements for the financial year ended 31st March 2018, no treatment different from what had been

prescribed in the Accounting Standards was followed.

- i. Applicability of Indian Accounting Standards:** The Company complied with the requirements of Indian Accounting Standards (Ind AS) while preparing the quarterly and annual financial statements for the accounting year under review as envisaged in Companies (Indian Accounting Standard Rules) 2015 and its subsequent amendments and directive issued by Securities and Exchange Board of India in this regard.
- j. Adoption of non-mandatory requirements:** The Company adopted several discretionary requirements of Corporate Governance as prescribed under sub regulation (1) of regulation 27 read with part E of schedule II of the SEBI (LODR). The Company appointed Chairman of the Board who is a Non-executive Director and a separate Managing Director. The Company presented unqualified financial statements for the year ended 31st March 2018. Further the firm of Chartered Accountants appointed as Internal Auditors of the Company reported directly to the Audit Committee of Directors. The Company will disclose in the annual report implementation of any non-mandatory requirement as and when adopted.

VI. MEANS OF COMMUNICATION

- a. Quarterly, Half Yearly and Annual Results:** Quarterly, half yearly and annual financial results were published in English, in "Business Standard" Kolkata and Mumbai editions and in Assamese, in "Dainik Agradoot" Guwahati Edition and 'Amar Asom', Guwahati, Jorhat, Lakhimpur Editions. The results were also displayed in the website of the company at <https://www.barooahs.com>.
- b. Presentation:** No presentation was made to institutional investors/analysts. Unaudited and audited financial results and official news releases were disseminated at the web portal of Bombay Stock Exchange and website of the company at <https://www.barooahs.com>. The investors can directly contact the Company Secretary via landline No. 033-40047472

or email at investorrelations@bandaltd.in.

- c. Website:** The Company hosts a functional website namely <https://www.barooahs.com> which is maintained by Indigo Graphics, a reputed web vendor. All information pertaining to the company, namely its tea estates, factory, products, management and policies, are available in the website. Necessary information as prescribed under regulation 46 of the SEBI

(LODR) is also available in the site. Further material events and information and official news releases are also hosted in the website. The Company regularly updates the necessary changes in the content of the website.

- d. Management Discussion & Analysis:** Management Discussion and Analysis Report is a part of the Annual Report.

VII. GENERAL SHAREHOLDERS INFORMATION

a. Annual General Meeting:

Day, Date, Time	Thursday, 27th September 2018, 9.00 am.
Venue	Registered Office of the Company at Indu Bhawan, Mahatama Gandhi Road, Jorhat - 785 001, Assam

- b. Financial Year:** The financial year of the company is 1st April to 31st March. For the year ended 31st March 2018 financial calendar was:

Event	Date of Approval at Board Meeting	Date of Publication in Print Media
Unaudited financial results for 1st quarter ended 30th June 2017	29th August 2017	30th August 2017
Unaudited financial results for 2nd quarter ended 30th September 2017	15th November 2017	16th November 2017
Unaudited financial results for 3rd quarter ended 31st December 2017	14th February 2018	15th February 2018
Audited financial results for 4th quarter and year ended 31st March 2018	21st May 2018	22nd May 2018

- c. Date of Book Closure:** For the purpose of Annual General Meeting the period of book closure is from Friday, 21st September 2018 to Thursday, 27th September 2018 (both days inclusive).
- d. Dividend Payment Date:** Dividend for the financial year 2017-18 as recommended by the Board of Directors, if approved by the shareholders in the Annual General Meeting will be paid on or after 3rd October, 2018.
- e. Listing on Stock Exchanges, Stock Code & Dematerialization:** The equity shares of the company are listed in Bombay Stock Exchange (BSE), P.J. Towers, Dalal Street, Mumbai-400001. The Stock Code of the company in BSE is **508136**. The equity shares are traded in 'X' segment of the exchange. The monthly volume of turnover of the stocks in BSE remained around 83,020 shares for the financial year 2017-18. The annual listing fees for the financial year 2017-18 and 2018-19 have been

paid to BSE. The annual custodian fees for the financial year 2017-18 and 2018-19 have been paid to National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL).

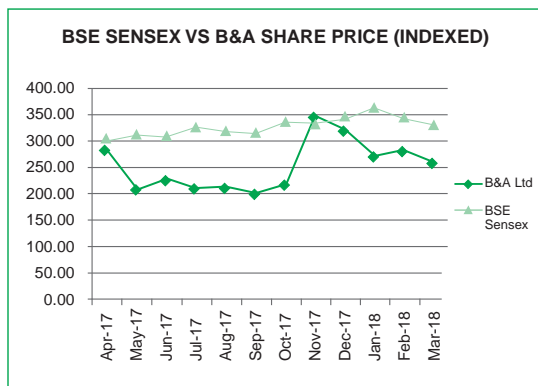
- f. **Market Price Data:** Stock price data of the company for the period 1st April 2017 to 31st March 2018 are detailed below:

(in Rs.)

Month	High Price	Low Price	Month	High Price	Low Price
Apr-17	357.65	245.65	Oct-17	224.70	199.05
May-17	293.95	207.40	Nov-17	374.00	215.10
Jun-17	239.00	197.00	Dec-17	365.00	284.05
Jul-17	240.00	203.50	Jan-18	328.80	264.00
Aug-17	223.80	199.85	Feb-18	333.00	234.00
Sep-17	234.00	192.30	Mar-18	285.00	201.35

Data compiled from official website of Bombay Stock Exchange.

- g. **Stock Performance against indices.**



- h. **Registrar and Transfer Agents:** As per directive of SEBI, the company appointed MCS Share Transfer Agent Ltd as its RTA, to handle its entire share related work, both in physical and

demat mode. The investors can reach the RTA at the following address:

MCS Share Transfer Agent Ltd

12/1/5, Manohorpukur Road,
(Ground Floor), Kolkata- 700026

☎ : 033 4072- 4051 (3 lines)

☎ : 033 4072- 4050 (Fax)

✉ : mcssta@rediffmail.com

- i. **Share Transfer System:** The share transfer process is handled by the company's RTA in consultation with the secretarial department of the company. The Board has delegated power to Share Transfer Committee to ratify the transfers.
- j. **Distribution of shareholding:** The distribution of shareholding of the company as on 31st March 2018 is as follows:

Share Range	Number of shareholders	(%) as to total number of holders	Number of shares held	(%) as to total number of shares
1-500	2640	89.19	349408	11.27
501-1000	144	4.86	112573	3.63
1001-2000	93	3.14	146659	4.73
2001-3000	28	0.95	71004	2.29
3001-4000	11	0.37	38146	1.23
4001-5000	7	0.24	31198	1.01
5001-10000	16	0.54	114840	3.70
10001-50000	14	0.47	374758	12.09
50001-100000	2	0.07	157375	5.08
100001 & above	5	0.17	1704039	54.97
Total	2960	100.00	3100000	100.00

- k. **Dematerialization of shares and liquidity:** In terms of directive given by SEBI, the equity shares of the company are compulsorily traded in dematerialized form in BSE. The company has custodial arrangements with NSDL and

CDSL who act as 'Depository' of the company's equity shares. Investors can approach any depository participant registered with either of the depositories to hold companies shares in demat form. As on 31st March 2018, 95.44% of the Company's paid up equity capital representing 29, 58,716 shares were held in dematerialized mode.

- l. ISIN:** The International Securities Identification Number (ISIN) of the company's share in the demat mode as allotted by NSDL and CDSL is INE489D01011.
- m. Outstanding GDRs/ADRs/Warrants/Convertible instruments:** The Company did not issue any GDR/ADR/Warrants/Convertible instruments.
- n. Plant Locations:** The Company operates seven tea estates namely, Salkathoni, Mokrung, Samaguri, Gatoonga, Barasali, Kuhum and Sangsua, which are all located in Jorhat, Golaghat and Sibsagar districts of Assam. The Company also operates Govindapur Tea Estate of Buragohain Tea Co. Ltd which is under the process of amalgamation with the company. The locations of tea factories of the company are as under:

Plant Location	Address
Salkathoni Tea Factory	Salkathoni Tea Estate, P.O. Sapekathi, Dist. Sibsagar, Assam
Gatoonga Tea Factory	Gatoonga Tea Estate, P.O. Gatonga, Assam
Mokrung Tea Factory	Mokrung Tea Estate, P.O. Furkating, Assam
Sangsua Tea Factory	Sangsua Tea Estate, P.O. Gatonga, Assam

- o. Address for correspondence by Shareholders:** Any shareholder's grievance could be directly made to:

Mr. D. Chowdhury, Company Secretary
C/o, B&A Ltd, 113, Park Street, 9th Floor,
Kolkata- 700016

☎ 033 40047472

✉ investorrelations@bandaltd.in

- p. Compliance with SEBI (Insider Trading Regulations) 2015:** In compliance with SEBI (Insider Trading) Regulations 2015, the company adopted two set of policies, governing norms for fair disclosure of unpublished price sensitive information and regulating, monitoring and reporting trading by the employees and other connected persons of the Company. These two policies namely, 'Code of Fair Disclosure of Unpublished Price Sensitive Information of the Company' and 'Code of Conduct of Insiders of the Company' are available at the website of the Company at <https://www.barooahs.com>
- q. Unpaid/Unclaimed Dividend:** Section 124 of the Companies Act, 2013 (erstwhile Section 205A of Companies Act, 1956) mandates that companies transfer dividend that has been unclaimed for a period of seven (7) years from the unpaid dividend account to the Investor Education and Protection Fund (IEPF). In accordance with the following schedule, the dividend for the years mentioned as follows, if unclaimed within a period of seven years, will be transferred to IEPF.

Year	Date of Declaration	Due date of Transfer to IEPF
2010-11	14th July 2011	20th August 2018
2011-12	6th August 2012	12th September 2019
2012-13	27th August 2013	3rd October 2020
2013-14	27th September 2014	18th November 2021
2014-15	15th September 2015	23rd October 2022
2015-16	29th September 2016	4th November 2023
2016-17	15th September 2017	22nd October 2024

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 the

Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 15th September 2017 (date of last Annual General Meeting) on the Company's website <https://www.barooahs.com> and is available on the website of Ministry of Corporate Affairs.

- r. Demat Suspense account/unclaimed suspense account:** No equity shares of the company were credited to demat suspense account/unclaimed suspense account. In terms of section 124(6) of the Act' read with IEPF (Accounting, Auditing, Transfer and Refund) Rules 2016 as amended, the Company transferred 32,164 equity shares for which dividends remained unpaid/ unclaimed for a continuous period of seven years to the demat account notified by the IEPF. Particulars of such shares are available in the website of the company at <https://www.barooahs.com>.

s. Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act' 2013.

The Company adopted an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act' 2013. The said policy may be viewed at the website of the company at <https://www.barooahs.com>. Internal Complaints Committee (ICC) had been set up to redress complaints received regarding sexual

harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The following is the summary of sexual harassment complaints received and disposed off during the year:

No. of complaints received:	Nil
No. of complaints disposed off:	Not applicable

t. Declarations:

- (i) As provided under Regulation 26 (3) of SEBI (LODR) Regulations 2015, all directors and senior management personnel have affirmed compliance with the Code of Conduct of the Company during the year ended March 31, 2018.
- (ii) The Financial and Cash Flow Statements of the company for the financial year ended 31st March 2018 as appended to the report have been prepared in compliance with the conditions as stipulated in regulation 17 (8) of the SEBI (LODR) read with clause A of Part B of the Schedule II of the said regulations.
- (iii) The Company complied with the conditions as stipulated in regulation 17 (8) of the SEBI (LODR) read with clause B, C and D of Part B of the Schedule II of the said regulations.
- (iv) The remuneration paid during the financial year ended 31st March 2018 to the directors and key managerial personnel were in conformity with the Remuneration Policy of the company.

For B & A Ltd

Place: Kolkata
Date: 21st May 2018

Somnath Chatterjee
Managing Director

CERTIFICATE OF COMPLIANCE ON CORPORATE GOVERNANCE

COMPLIANCE UNDER PARA E OF SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
The Members
B&A Limited

We have examined the compliance of conditions of Corporate Governance by B&A Limited (“the Company”), for the year ended 31st March, 2018, as stipulated in Regulations 17 to 27 (except Regulation 21) and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the 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 our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 (except Regulation 21) and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

For T. Chatterjee & Associates
Practicing Company Secretary
FRN No. P2007WB067100

Binita Pandey
Partner
Membership No. 41594
CP No. 19730

Place: Kolkata
Date: 7th May, 2018

INDEPENDENT AUDITOR'S REPORT

To

The Members of **B & A LIMITED**

Report on the Standalone Indian Accounting Standard (Ind AS) Financial Statements

1. We have audited the accompanying standalone Ind AS Financial Statements of B&A LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS Financial Statements

2. 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 Ind AS Financial Statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended), under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS Financial Statements that give a true and fair

view and are free from material misstatement(s), whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these standalone Ind AS Financial Statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS Financial Statements are free from material misstatement(s).
6. An audit involves performing procedures to obtain audit evidence about the accounts and the disclosures in the standalone Ind AS Financial Statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement(s) of the standalone Ind AS 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 standalone Ind AS 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 standalone Ind AS Financial Statements.

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

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS 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 state of affairs of the Company as at 31st March, 2018, and its total comprehensive income (comprising of profit and other comprehensive income), its cash flows and changes in equity for the year ended on that date.

Other Matter

9. The financial information of the Company for the year ended March 31, 2017 and the transition date opening Balance Sheet as at April 1, 2016 included in these standalone Ind AS Financial Statements, are based on the previously issued statutory Financial Statements for the years ended March 31, 2017 and March 31, 2016 respectively, prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) which were audited by us and on which we expressed an unmodified opinion dated May 27, 2017 and May 28, 2016 respectively. The adjustments to those Financial Statements for the differences in accounting principles adopted by the Company on transition to the Ind AS have been audited by us.

Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

10. 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 accounts 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 (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with in this Report are in agreement with the books of accounts;
- (d) in our opinion, the aforesaid standalone Ind AS Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015 (as amended);
- (e) on the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act, and
- (f) our opinion on whether the Company has adequate internal financial controls system in place and whether such controls are operating effectively is given in "Annexure I" to this report.
11. 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:
- (a) the Company has disclosed liabilities of a contingent nature and claims not acknowledged by it (refer Note 43.5 in standalone Ind AS Financial Statements), the quantum of which, however, are in our opinion, not such as would impact the financial position of the Company.



- (b) the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses, and
- (c) there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by

the Company during the year ended March 31, 2018.

12. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure II" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Ghosal, Basu & Ray**
Chartered Accountants
(Firm Regn. No. : 315080E)

Prasun Kr. Basu
Partner
(Membership No. 016178)

Place : Kolkata,
Date : 21st May, 2018

[Annexure I to Independent Auditor’s Report Dated 21 May, 2018]

[Referred to in paragraph 10(f) of the Independent Auditor’s Report of even date to the members of B & A Limited on the standalone Ind AS Financial Statements as at and for the year ended 31 March, 2018]

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 **B&A Limited** (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone Ind AS 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”) issued by the Institute of Chartered Accountants of India as well as the Standards on Auditing, also issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent such standards are applicable to an audit of internal financial controls. 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 judgment, including the assessment of the risks of material misstatement(s) 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 standalone Ind AS 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 authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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, 2018 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.

Place : Kolkata,
Date : 21st May, 2018

For **Ghosal, Basu & Ray**
Chartered Accountants
(Firm Regn. No. : 315080E)
Prasun Kr. Basu
Partner
(Membership No. 016178)

[Annexure II to Independent Auditor's Report dated 21 May, 2018]

[Referred to in paragraph 12 of the Independent Auditor's Report of even date to the members of B & A Limited on the standalone Ind AS Financial Statements as at and for the year ended 31 March, 2018]

Matters to be included in the auditor's report Under Companies (Auditors' Report) Order, 2016

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of its fixed assets;
- (b) We are informed that these fixed assets have been physically verified by the management at reasonable intervals, and, as reported to us, no material discrepancies were noticed on such verification, and
- (c) The title deeds of the immovable properties appearing in the books of the Company as its assets are held in the Company's name.
- (ii) Physical verification of inventories was carried out at reasonable intervals by the management and discrepancies between physical and book balances, which were not material, have been properly dealt with in the accounts.
- (iii) The Company has granted unsecured loan to a company covered in the register maintained under section 189 of the Companies Act, 2013, and
 - (a) the terms and conditions of the grant of such loan are not prejudicial to the interest of the Company,
 - (b) the loan is not due for repayment unless and until the bank loan is repaid by the Company and, as such, the question of whether the loan is overdue does not arise.
- (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 and investments made. The Company has not given any guarantee and security in terms of the above Sections.
- (v) The Company has not accepted deposits of the nature that attracts the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder. Hence, the question of our reporting under this clause does not arise.
- (vi) The Company has made and maintained the cost records specified by the Central Government of India under sub-section (1) of Section 148 of the Companies Act, 2013.
- (vii) (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities;
- (b) The Company has disputed the following demands raised by government authorities and has preferred appeal before the appellate authority established under the respective taxing laws:
 - (i) Rs. 12,61,660 under Central Excise Act, 1944
 - (ii) Rs.1,80,54,094 under Assam Agricultural Income Tax Act, 1939
 - (iii) Rs. 15,29,000 under Income Tax Act, 1961
- (viii) The Company has not defaulted on the repayment of its borrowings, which have been obtained from banks.
- (ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments). Money raised from banks by way of term loans were applied for the purposes for which those were raised.



- (x) No fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported to us during the year.
- (xi) 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) This Company is not a Nidhi Company; hence the question of our reporting under this clause does not arise.
- (xiii) All transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the
- Standalone Ind AS Financial Statements, as required by the Ind AS.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review; hence the question of our reporting under this section does not arise.
- (xv) The Company has not entered into any non-cash transactions with directors or persons related to any of them and, hence, the question of our reporting under this clause does not arise.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Place : Kolkata,
Date : 21st May, 2018

For **Ghosal, Basu & Ray**
Chartered Accountants
(Firm Regn. No. : 315080E)
Prasun Kr. Basu
Partner
(Membership No. 016178)

BALANCE SHEET

as at 31st March, 2018

	Note No	31st March 2018 Rs. Lakhs	31st March 2017 Rs. Lakhs	1st April 2016 Rs. Lakhs
ASSETS				
<i>Non-Current Assets</i>				
Property, Plant & Equipment	4	6,119.41	4,780.59	4,803.86
Capital Work-in-Progress		970.15	1,999.24	1,590.83
Intangible Assets (Other than Goodwill)	5	21.54	14.16	15.24
Investment in Subsidiary	6	376.57	376.57	376.57
<i>Financial Assets :-</i>				
(i) Investments	7	4.96	4.17	3.27
(ii) Loans	8	258.00	258.00	258.00
(iii) Other Financial Assets	9	167.96	61.82	104.57
Other Non-Current Assets	10	1,537.79	1,424.50	1,276.40
		9,456.38	8,919.05	8,428.74
<i>Current Assets</i>				
Inventories	11	852.01	1,042.51	743.52
Biological Assets (Other than Bearer Plants)	12	19.71	16.14	12.20
<i>Financial Assets :-</i>				
(i) Trade Receivables	13	94.69	103.23	83.93
(ii) Cash and Cash Equivalents	14	60.65	293.92	224.64
(iii) Bank Balances other than (ii) above	15	46.90	139.64	75.23
(iv) Loans	16	133.98	121.76	105.05
(v) Other Financial Assets	17	21.20	19.03	20.31
Other Current Assets	18	883.37	915.73	752.64
		2,112.51	2,651.96	2,017.52
TOTAL ASSETS		11,568.89	11,571.01	10,446.26
EQUITY AND LIABILITIES				
<i>Equity</i>				
Equity Share Capital	19	310.00	310.00	310.00
Other Equity	20	5,238.98	4,762.90	4,615.70
Total Equity		5,548.98	5,072.90	4,925.70
<i>Liabilities</i>				
<i>Non-Current Liabilities</i>				
<i>Financial Liabilities :-</i>				
(i) Borrowings	21	197.20	460.27	537.59
Provisions	22	959.13	931.84	745.34
Deferred Tax Liabilities (Net)	23	148.92	174.03	207.99
Other Non-Current Liabilities	24	41.52	42.08	27.06
		1,346.77	1,608.22	1,517.98
<i>Current Liabilities</i>				
<i>Financial Liabilities :-</i>				
(i) Borrowings	25	2,841.43	3,009.85	1,839.74
(ii) Trade Payables	26	764.96	887.52	668.34
(iii) Other Financial Liabilities	27	477.02	481.67	638.53
Other Current Liabilities	28	329.21	364.12	624.50
Provisions	29	115.93	102.81	125.55
Current Tax Liabilities (Net)	30	144.59	43.92	105.92
		4,673.14	4,889.89	4,002.58
Total Liabilities		6,019.91	6,498.11	5,520.56
TOTAL EQUITY AND LIABILITIES		11,568.89	11,571.01	10,446.26

Significant Accounting Policies, Critical Estimates and Judgements and First Time Adoption of Ind ASs: Notes 1, 2 & 3 respectively. The accompanying notes 1 to 43 are an integral part of the Financial Statements.

This is the Balance Sheet referred to in our Report of even date.

For **GHOSAL, BASU & RAY**

For **B&A LIMITED**

Chartered Accountants
FRN:315080E

Prasun Kr. Basu
Partner

Somnath Chatterjee
Managing Director

Anjan Ghosh
Director

Anuradha Farley
Chairman

Membership No. 016178

Place :Kolkata

Date : 21st May, 2018

Tapas Chatterjee
Chief Financial Officer

Debdip Chowdhury
Company Secretary



STATEMENT OF PROFIT AND LOSS

for the year ended 31st March, 2018

	Note No	For the year ended	For the year ended
		31st March, 2018	31st March, 2017
		Rs. Lakhs	Rs. Lakhs
I. Revenue from Operations	31	12,185.46	10,298.11
II. Other Income	32	80.10	70.76
III. Total Income [I + II]		12,265.56	10,368.87
IV. Expenses			
Cost of Materials Consumed	33	2,405.11	2,039.18
Change in Inventories (Stock of Tea)	34	232.00	(302.23)
Employee Benefit Expenses	35	4,769.30	4,266.39
Finance Cost	36	367.73	323.04
Depreciation and Amortization Expenses	37	256.56	244.24
Other Expenses	38	3,455.45	3,336.84
Total Expenses [IV]		11,486.15	9,907.46
V. Profit / (Loss) before tax [III - IV]		779.41	461.41
VI. Tax Expenses:	39		
Current Tax		(190.00)	(120.00)
Deferred Tax		15.46	(1.60)
Total Tax Expense [VI]		(174.54)	(121.60)
VII. Profit / (Loss) for the year [V - VI]		604.87	339.81
VIII. Other Comprehensive Income	40		
(i) Items that will not be reclassified to profit or loss		(30.13)	(116.24)
(ii) Income tax relating to items that will not be reclassified to profit or loss		9.65	35.56
Total Other Comprehensive Income for the year, net of taxes [VIII]		(20.48)	(80.68)
IX. Total Comprehensive Income for the year [VII + VIII]		584.39	259.13
X. Earnings per equity share (Basic & Diluted) (in Rs.)	41	19.51	10.96

Significant Accounting Policies, Critical Estimates and Judgements and First Time Adoption of Ind ASs: Notes 1, 2 & 3 respectively.

The accompanying notes 1 to 43 are an integral part of the Financial Statements.

This is the Statement of Profit and Loss referred to in our Report of even date.

For **GHOSAL, BASU & RAY**

Chartered Accountants

FRN:315080E

Prasun Kr. Basu

Partner

Membership No. 016178

Place :Kolkata

Date : 21st May, 2018

For **B&A LIMITED**

Somnath Chatterjee

Managing Director

Anjan Ghosh

Director

Tapas Chatterjee

Chief Financial Officer

Anuradha Farley

Chairman

Debdip Chowdhury

Company Secretary

STATEMENT OF CHANGES IN EQUITY

for the year ended 31st March, 2018

A. Equity Share Capital

(Rs. Lakhs)

	Balance at the beginning of the reporting period	Changes in Equity Share Capital during the period	Balance at the end of the reporting period
For the year ended 31st March, 2017	310.00	-	310.00
For the year ended 31st March, 2018	310.00	-	310.00

B. Other Equity

(Rs. Lakhs)

	Reserves & Surplus				Items of Other Comprehensive Income	Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	FVTOCI Reserve	
Balance as at 1st April, 2016 (Refer Note 3.3 for reconciliation of Other Equity)	124.28	1,001.50	300.74	3,189.18	-	4,615.70
Profit for the year ended 31st March, 2017 (Refer Note 3.5 for reconciliation of Profit)	-	-	-	339.81	-	339.81
Other Comprehensive Income for the year ended 31st March, 2017 (Refer Note 40)	-	-	-	(81.58)	0.90	(80.68)
Total Comprehensive Income for the year ended 31st March, 2017	-	-	-	258.23	0.90	259.13
Dividends paid during the year ended 31st March, 2017 (Refer Note 42)	-	-	-	(93.00)	-	(93.00)
Dividend Distribution Tax on Dividends paid during the year ended 31st March, 2017 (Refer Note 42)	-	-	-	(18.93)	-	(18.93)
Balance as at 31st March, 2017 (Refer Note 3.4 for reconciliation of Other Equity)	124.28	1,001.50	300.74	3,335.48	0.90	4,762.90
Profit for the year ended 31st March, 2018	-	-	-	604.87	-	604.87
Other Comprehensive Income for the year ended 31st March, 2018 (Refer Note 40)	-	-	-	(21.27)	0.79	(20.48)
Total Comprehensive Income for the year ended 31st March, 2018	-	-	-	583.60	0.79	584.39

(Contd.)

STATEMENT OF CHANGES IN EQUITY (Contd.)

for the year ended 31st March, 2018

B. Other Equity

(Rs. Lakhs)

	Reserves & Surplus				Items of Other Comprehensive Income	Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	FVTOCI Reserve	
Dividends paid during the year ended 31st March, 2018 (Refer Note 42)	-	-	-	(93.00)	-	(93.00)
Dividend Distribution Tax on Dividends paid during the year ended 31st March, 2018 (Refer Note 42)	-	-	-	(15.31)	-	(15.31)
Balance as at 31st March, 2018	124.28	1,001.50	300.74	3,810.77	1.69	5,238.98

Nature & Purpose of Reserves

Capital Reserve : Represents excess of net assets taken during amalgamation over the cost of consideration paid.

Securities Premium Reserve : Represents the premium on issue of shares and can be utilised in accordance with the provisions of Companies Act, 2013.

General Reserve : Created by way of appropriation from one component of equity (generally retained earnings) to another, not being an item of Other Comprehensive Income. The same can be utilised by the Company in accordance with the provisions of the Companies Act, 2013.

Retained Earnings : Represents cumulative profits of the Company and effect of remeasurements of defined benefit obligations. The same can be utilised by the Company in accordance with the provisions of the Companies Act, 2013.

FVTOCI Reserve : Fair Value Through Other Comprehensive Income (FVTOCI) Reserve represents cumulative gains / losses arising on the revaluation of Equity Instruments measured at fair value through Other Comprehensive Income, net of amounts reclassified, if any, to Retained Earnings when those instruments are disposed off.

Significant Accounting Policies, Critical Estimates and Judgements and First Time Adoption of Ind ASs: Notes 1, 2 & 3 respectively.

The accompanying notes 1 to 43 are an integral part of the Financial Statements.

This is the Statement of Changes in Equity referred to in our Report of even date.

For **GHOSAL, BASU & RAY**

Chartered Accountants

FRN:315080E

Prasun Kr. Basu

Partner

Membership No. 016178

Place :Kolkata

Date : 21st May, 2018

For **B&A LIMITED**

Somnath Chatterjee

Managing Director

Anjan Ghosh

Director

Tapas Chatterjee

Chief Financial Officer

Anuradha Farley

Chairman

Debdip Chowdhury

Company Secretary

CASH FLOW STATEMENT

for the year ended 31st March, 2018

	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rs. Lakhs	Rs. Lakhs
A. Cash Flow from Operating Activities		
Profit before Tax	779.41	461.41
Adjustments for :-		
Derecognition of Bearer Plants	-	1.70
Depreciation and Amortization Expenses	256.56	244.24
Finance Cost (considered in Financing Activities)	367.73	323.04
Interest Income (considered in Investing Activities)	(51.65)	(43.79)
Dividend Income (considered in Investing Activities)	(17.80)	(17.80)
Liabilities no longer required written back	(2.38)	(1.11)
Actuarial Gain / (Loss) on defined benefit obligations	(30.92)	(117.14)
	1,300.95	850.55
Changes in Operating Assets & Liabilities :-		
(Increase) / Decrease in Inventories	190.50	(298.99)
(Increase) / Decrease in Biological Assets (Other than Bearer Plants)	(3.57)	(3.94)
(Increase) / Decrease in Trade Receivables	8.54	(19.30)
(Increase) / Decrease in Current Loans	(12.22)	(16.71)
(Increase) / Decrease in Current Other Financial Assets	(2.17)	1.28
(Increase) / Decrease in Other Non-Current Assets	(113.29)	(148.10)
(Increase) / Decrease in Other Current Assets	32.36	(163.09)
Increase / (Decrease) in Non-Current Provisions	27.29	186.50
Increase / (Decrease) in Other Non-Current Liabilities	(0.56)	15.02
Increase / (Decrease) in Trade Payables	(120.18)	220.29
Increase / (Decrease) in Current Other Financial Liabilities	(4.65)	(156.86)
Increase / (Decrease) in Other Current Liabilities	(34.91)	(260.38)
Increase / (Decrease) in Current Provisions	13.12	(22.74)
	1,281.21	183.53
Less : Income Taxes Paid (Net of Refund, if any)	(89.33)	(182.00)
Cash Generated from / (utilised in) Operating Activities (A)	1,191.88	1.53
B. Cash Flow from Investing Activities		
Purchase of Property, Plant & Equipment and Intangible Assets (including changes in CWIP)	(573.67)	(630.00)
Interest Income	51.65	43.79
Dividend Income	17.80	17.80
Redemption / (Investment) of / (in) Non-Current Bank Deposits	(106.14)	42.75
Redemption / (Investment) of / (in) Current Bank Deposits	93.67	(62.03)
Cash Generated from / (utilised in) Investing Activities (B)	(516.69)	(587.69)

(Contd.)

CASH FLOW STATEMENT (Contd.)

for the year ended 31st March, 2018

	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rs. Lakhs	Rs. Lakhs
C. Cash Flow from Financing Activities		
Increase / (Decrease) in Non-Current Borrowings	(263.07)	(77.32)
Finance Cost	(367.73)	(323.04)
Dividend Paid	(93.00)	(93.00)
Dividend Distribution Tax paid	(15.31)	(18.93)
Amounts deposited in Unpaid Dividend Bank Accounts	(0.93)	(2.38)
Cash Generated from / (utilised in) Financing Activities (C)	(740.04)	(514.67)
Net Increase in Cash & Cash Equivalents [(A) + (B) + (C)]	(64.85)	(1,100.83)
Add: Cash and Cash Equivalents at the beginning of the year <i>(Refer Note Below)</i>	(2,715.93)	(1,615.10)
Cash and Cash Equivalents at the end of the year <i>(Refer Note Below)</i>	(2,780.78)	(2,715.93)
Note :-		
<i>Cash and Cash Equivalent as per Balance Sheet at the beginning of the year</i>	293.92	224.64
<i>Less :- Current Borrowings as per Balance Sheet at the beginning of the year</i>	(3,009.85)	(1,839.74)
Cash and Cash Equivalents at the beginning of the year as per Cash Flow Statement	(2,715.93)	(1,615.10)
<i>Cash and Cash Equivalent as per Balance Sheet at the end of the year</i>	60.65	293.92
<i>Less :- Current Borrowings as per Balance Sheet at the end of the year</i>	(2,841.43)	(3,009.85)
Cash and Cash Equivalents at the end of the year as per Cash Flow Statement	(2,780.78)	(2,715.93)

Significant Accounting Policies, Critical Estimates and Judgements and First Time Adoption of Ind ASs: Notes 1, 2 & 3 respectively.

The accompanying notes 1 to 43 are an integral part of the Financial Statements.

This is the Cash Flow Statement referred to in our Report of even date.

For **GHOSAL, BASU & RAY**

Chartered Accountants

FRN:315080E

Prasun Kr. Basu

Partner

Membership No. 016178

Place :Kolkata

Date : 21st May, 2018

For **B&A LIMITED**

Somnath Chatterjee

Managing Director

Anjan Ghosh

Director

Anuradha Farley

Chairman

Tapas Chatterjee
Chief Financial Officer

Debdip Chowdhury
Company Secretary

NOTES TO FINANCIAL STATEMENTS

Note 1 – Significant Accounting Policies

1.1. Statement of Compliance

These financial statements comply, in all material aspects, with Indian Accounting Standards (Ind ASs) notified under Section 133 of the Companies Act, 2013 (“the Act”). The financial statements have been prepared in accordance with the relevant presentational requirements of the Act. The Company has adopted Ind AS from 1st April, 2017 with a transition date of 1st April, 2016.

These financial statements for the year ended 31st March, 2018 are the first the Company has prepared under Ind AS. For all periods up to and including the year ended 31st March, 2017, financial statements were prepared as per the previous Generally Accepted Accounting Principles (GAAP), which included the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended from time to time) and other relevant provisions of the Act. The financial statements for the year ended 31st March, 2017 and the Opening Ind AS Balance Sheet as on 1st April, 2016 have been restated in these financial statements for the purpose of comparability in accordance with *Ind AS 101, “First-time Adoption of Indian Accounting Standards”*. Details of the exceptions and optional exemptions availed by the Company and principal adjustments along with related reconciliations are detailed in Note 3.

1.2. Basis of Preparation

These financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements as well as the Opening Ind AS Balance Sheet as at 1st April, 2016 which is the date of transition to Ind AS.

The financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention, except for the following:-

- a. certain financial assets and liabilities which have been measured at fair value,
- b. biological assets, including unplucked green leaves which have been measured at fair value less cost to sell, if any.
- c. defined employee benefit plans which have been measured at fair value.

All assets and liabilities have been classified as current and non-current as per the Company’s normal operating cycle and other criteria as set out in Division II of Schedule III to the Companies Act, 2013. For the purpose of this classification, the Company has ascertained that the time between acquisition of assets for processing and their realisation in cash and cash equivalents does not exceed 12 months.

1.3. Property, Plant & Equipment

Property, plant & equipment is stated at historical cost net of accumulated depreciation and accumulated impairment loss, if any. Historical cost includes expenditure that are directly attributable to the acquisition of the items, including borrowing costs in case of qualifying assets. Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other expenses for repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

Gains or losses arising on retirement or disposal of property, plant & equipment are recognised in the Statement of Profit & Loss.

Property, plant & equipment which are not ready for their intended use as on the date of Balance Sheet are disclosed as “Capital Work-in-Progress”.

Depreciation is provided under straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 with the following exceptions:-



NOTES TO FINANCIAL STATEMENTS (Contd.)

- a. buildings are depreciated over a range of 3 to 65 years;
- b. plant & machineries are depreciated over a range of 15 to 35 years;
based on the technical evaluation of useful life.

Depreciation on bearer plants is provided under straight line method based on an estimated useful life of 80 years. Such useful life is estimated by the management based on previous experience. Bearer plants are depreciated from the date they are ready for commercial harvest, pending which they are accounted for under Capital Work-in-Progress.

Freehold land is not depreciated. Leasehold land is also not depreciated as the lease is renewed upon expiry of the lease period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

The residual values and useful lives of property, plant & equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

With the exception of revalued items of property, plants and equipments, dealt with in the following paragraph, the Company, upon first time adoption of Ind ASs, has elected the respective carrying amounts under the previous GAAP as the deemed cost of all other property, plants and equipments as on the date of transition to Ind AS, i.e. 1st April, 2016 in accordance with *Ind AS 101, "First-time Adoption of Indian Accounting Standards"*.

Items of property, plants and equipments that were revalued prior to 1st April, 2016 have been written down to cost less accumulated depreciation and accumulated impairment loss, if any.

1.4. Intangible Assets

Intangible assets comprises of computer software. Costs associated with maintaining software programmes are recognised as an expense in the period in which they are

incurred. Cost of purchased software is recorded as intangible assets and is amortised from the point at which they are put to use. The amortisation is made on a straight line basis over an estimated useful life of 5 years.

1.5. Investment in Subsidiaries

Investment in subsidiaries is carried at cost less accumulated impairment loss, if any. Upon first-time adoption to Ind AS, the Company has elected to measure its investment in subsidiaries at previous GAAP carrying amounts as its deemed cost on the date of transition to Ind AS i.e. 1st April, 2016.

1.6. Inventories

Inventories of Store & Spares and Finished Goods are stated at cost or net realisable value whichever is lower. Cost of Finished Goods comprises of cost of direct material, direct labour and appropriate portion of variable and fixed overhead expenditure. Cost of inventories also includes other costs incurred in bringing the same to their present location. Cost of items of Stores & Spares is determined under weighted average method. Net realisable value is the estimated selling price in the ordinary course of business as reduced by estimated cost to sell.

1.7. Biological Assets (Other than Bearer Plants)

Standing leaves on tea bushes at the end of the reporting period, which are expected to be plucked within the next plucking round, are measured at fair value less cost to sell.

1.8. Deferred Expenditure

It includes costs incurred on nursery plants that are to be used in future other than for new planting and replanting.

1.9. Cash and Cash Equivalents

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents include cash on hand; balance with banks in current accounts; any remittance in transit and bank overdrafts. Bank overdrafts are shown within borrowings under current liabilities in the Balance Sheet.

NOTES TO FINANCIAL STATEMENTS (Contd.)

1.10. Financial Assets

Initial Recognition and Measurement

Financial assets are recognised when the Company becomes a party to the contractual provisions of a financial instrument. On initial recognition, a financial asset is recognised at fair value along with related transaction costs where such financial assets are not measured at Fair Value Through Profit or Loss (FVTPL). However, where a financial asset is measured at FVTPL on initial recognition, related transaction costs are recognised in the Statement of Profit and Loss.

Subsequent Measurement

For subsequent measurement the Company classifies its financial assets into the following categories, based on facts and circumstances:-

- a. Amortised Cost
- b. Fair Value Through Other Comprehensive Income (FVTOCI)
- c. Fair Value Through Profit or Loss (FVTPL)

Reclassification

Financial assets are not reclassified subsequent to their recognition unless the Company changes its business model for managing financial assets in the reporting period.

Impairment

The Company measures the expected credit loss associated with its financial assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Loss on impairment is recognised in the year in which the impairment becomes certain beyond reasonable doubt.

De-recognition

Financial assets are derecognised when the contractual rights to the cash flows from the financial assets expire, or it transfers the contractual rights to receive the cash flows from the asset, or the Company has not

retained control over the financial asset. Therefore, if the asset is one which is measured at:-

- a. amortised cost, the gain or loss is recognised in the Statement of Profit and Loss;
- b. fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are classified to the Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is reclassified within equity.

Income Recognition

Interest income is recognised in the Statement of Profit and Loss using the effective interest rate method. Dividend income is recognised in the Statement of Profit and Loss when the right to receive dividend is established.

Trade Receivables and Loans

Trade receivables and loans are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate method net of any expected credit losses. The effective interest rate is the rate that discounts estimated future cash income through the expected life of a financial instrument.

Debt Instruments

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL) till de-recognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

- (a) *Measured at Amortised Cost* – Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payment of principal and interest, are subsequently measured



NOTES TO FINANCIAL STATEMENTS (Contd.)

at amortised cost using the effective interest rate method less impairment, if any. The amortisation of effective interest rate and loss arising from impairment, if any are recognised in the Statement of Profit and Loss.

- (b) *Measured at Fair Value Through Other Comprehensive Income (FVTOCI)* – Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payment of principal and interest, are subsequently measured at FVTOCI. Fair value movements are recognised in the Other Comprehensive Income (OCI).
- (c) *Measured at Fair Value Through Profit or Loss (FVTPL)* – A financial asset not classified as either amortised cost or FVTOCI is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income, if any, recognised as 'other income' in the Statement of Profit or Loss.

Equity Instruments

On transition to Ind AS, the Company has made an irrevocable election to measure all its investments in equity instruments, except for those in subsidiaries, at FVTOCI. Fair value gains or losses are recognised in Other Comprehensive Income. Such fair value gains or losses will not be reclassified to profit or loss.

1.11. Financial Liabilities

Borrowings, trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Any discount or premium on redemption/settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the financial liability using effective interest method and adjusted to the liability figure disclosed in the Balance Sheet. Financial

liabilities are derecognised when the liability is extinguished i.e. when the contractual obligation is discharged, cancelled and on expiry.

1.12. Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

1.13. Impairment of Non-financial Assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Impairment loss, if any, is provided to the extent, the carrying amount of the asset or cash generating unit exceed their recoverable amount.

Recoverable amount is the higher of an asset's net selling price and the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life.

Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exists or have decreased. Such reversals are recognised as an increase in the carrying amount of the assets to the extent it does not exceed the carrying amount that would have been determined (net of depreciation or amortization) had no impairment loss been recognised in previous years.

1.14. Government Grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received, and the Company will comply with the conditions attached.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with

NOTES TO FINANCIAL STATEMENTS (Contd.)

the cost that they are intended to compensate and presented within other non-operating income.

Government grants relating to the acquisition or construction of property, plant & equipment are included in the Balance Sheet as deferred income and recognised as income in the Statement of Profit and Loss over the useful life of the related item of property, plant & equipment and presented within other non-operating income.

1.15. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to passage of time is recognised as finance cost.

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

Contingent assets are not recognised but disclosed when an inflow of economic benefits is probable.

1.16. Claims not acknowledged as Debts

Claims against the Company not acknowledged as debts are disclosed after a careful evaluation of the facts and legal aspects of the matter involved.

1.17. Dividends

Interim dividend is recognised in the period in which it is approved by the Board of Directors and final dividend in the period in which it is approved by the Shareholders.

1.18. Income Taxes

Income tax expense for the year comprises of current tax and deferred tax. Current tax is the expected tax payable on the taxable income for the year using the applicable tax rates and any adjustment to taxes in respect of previous years. Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets or liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the assets and liabilities on a net basis. Deferred tax assets and liabilities are set off when there is a legally enforceable right to set off current tax assets against current tax liabilities; and deferred tax assets and the deferred tax liabilities relate to taxes levied by the same taxation authority.



NOTES TO FINANCIAL STATEMENTS (Contd.)

1.19. Employee Benefits

Short Term Employee Benefits

These are recognised at the undiscounted amount as expense for the year in which the related service is rendered.

Post-Employment Benefit Plans

The Company makes defined contributions to a provident fund scheme, which is recognised as expense.

The cost of providing benefits under the Company's defined benefit gratuity plan is calculated by independent actuary using the projected unit credit method. Service costs and interest expense are reflected in the Statement of Profit and Loss. Actuarial gains or losses are recognised in full under Other Comprehensive Income.

1.20. Revenue Recognition

Revenue from sale of goods is recognised when

- all the significant risks and rewards of ownership in the goods are transferred to the buyer,
- there is no continuing managerial involvement with the goods,
- the amount of revenue can be measured reliably and
- it is probable that future economic benefits will flow to the Company.

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of goods and service tax and sales returns.

Revenue from financial assets has been dealt with in Note 1.10.

1.21. Foreign Currencies

The financial statements are presented in Indian Rupees (Rs.), the functional currency of the Company (i.e. the currency of the primary economic environment in which the entity operates).

Foreign currency transactions are translated into the functional currency using exchange

rates at the date of the transaction. Foreign exchange gains and losses from settlement of these transactions and from translation of monetary assets and liabilities at the reporting date exchange rates are recognised in the Statement of Profit and Loss.

Foreign currency non-monetary items carried in terms of historical cost are reported using the exchange rate at the date of the transactions.

1.22. Borrowing Costs

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to the Statement of Profit and Loss.

1.23. Research and Development

Contribution to Tea Research Association is charged to revenue.

1.24. Earnings per Share

Basic earnings per share is computed by dividing:-

- the profit / loss attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year.

Diluted earnings per share adjusts the figures used in determination of basic earnings per share to take into account:-

- the after-income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

1.25. Rounding Off

All amounts disclosed in the Ind AS Financial Statements and notes have been rounded off to the nearest lakhs or decimals thereof as per the requirement of Division II of Schedule III to the Companies Act, 2013, unless otherwise stated.

NOTES TO FINANCIAL STATEMENTS (Contd.)

Note 2 – Critical Estimates and Judgements

The areas involving critical estimates and judgements are:-

- Taxation

The Company is engaged in agricultural activities and is also subject to tax liability under Minimum Alternate Tax (MAT) provisions of the Income Tax Act, 1961 and Assam Agricultural Income Tax Act, 1939. Significant judgement is involved in determining the tax liability for the Company. Further, there are many transactions and calculations during the ordinary course of business for which the ultimate tax determination is uncertain. Further judgement is involved in determining the deferred tax position on the balance sheet date.

- Depreciation and amortisation

Depreciation and amortisation is based on management estimates of the future useful lives of the property, plant and equipment and intangible assets. Estimates may change due to technological developments, competition, changes in market conditions and other factors and may result in changes in the estimated useful life and in the depreciation and amortisation charges.

- Actuarial Valuation for Employee Benefits

The determination of Company's liability towards defined benefit obligation to employees on account of gratuity is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in Other Comprehensive Income. Such valuation depends upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors. Information about such valuation is provided in notes to the financial statements.

- Provisions and Contingencies

Provisions and contingencies are based on Company Management's best estimate of the liabilities based on the facts known at the balance sheet date.

- Fair Value of Biological Assets

The fair value of biological assets is determined based on recent transactions entered into with third parties or available market price.

Note 3 – First Time Adoption of Indian Accounting Standards (Ind ASs)

The adoption of Ind ASs has been carried out in accordance with *Ind AS 101, First-time Adoption of Indian Accounting Standards*. This standard requires that all Ind ASs and interpretations that are issued and effective for the first Ind AS financial statements be applied retrospectively and consistently for all financial years presented. Accordingly, the Company has prepared financial statements which comply with Ind ASs for the year ended 31st March, 2018, together with the comparative information as at and for the year ended 31st March, 2017 and the Opening Ind AS Balance Sheet as at 1st April, 2016 (the date of transition to Ind ASs).

In preparing these Ind AS financial statements, the Company has availed certain exemptions and exceptions in accordance with *Ind AS 101, First-time Adoption of Indian Accounting Standards*, as explained below. The difference between the carrying amounts of assets and liabilities in the financial statements as at the transition date under Ind AS and previous GAAP have been recognised directly in equity. This note explains the adjustments made by the Company in restating its financial statements prepared under previous GAAP viz. the Balance Sheet as at 1st April, 2016 and the financial statements as at and for the year ended 31st March, 2017.

3.1. Optional Exemptions from Retrospective Application

- Business Combinations

Ind AS 101 provides the option to apply *Ind AS 103, Business Combinations* prospectively from the transition date or from a specific date prior to the transition date. This provides relief from full retrospective application that would require restatement of all business combinations prior to the transition date. The Company has elected to apply Ind AS 103 prospectively to business combinations occurring after its transition date. Business



NOTES TO FINANCIAL STATEMENTS (Contd.)

combinations occurring prior to the transition date have not been restated.

- Deemed Cost

Ind AS 101 permits a first-time adopter to elect and continue with the carrying value of all its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind ASs, measured as per the requirements of the previous GAAP and use that as deemed cost as at the date of transition after making necessary adjustments for decommissioning liabilities. This exemption can also be used for intangible assets covered by *Ind AS 38, Intangible Assets*. The Company has accordingly elected to measure all its property, plant & equipment and intangible assets at their previous GAAP carrying value (*with one exception discussed below**). The Company does not have decommissioning liabilities as on the date of transition and accordingly no adjustment have been made for the same.

** Under the previous GAAP, the Company had in the financial year 2016-17 elected to follow the cost model for all its property, plant & equipment as per "Accounting Standard 10, Property, Plant & Equipment." Accordingly, as per the requirements of that standard, the revalued assets were written down to their cost less accumulated depreciation and impairment loss, if any in that year. As such the revaluation reserve outstanding as on 1st April, 2016 was written back against the respective items of property, plant & equipment. The Company's management elects to continue with such written down balance of property, plant & equipment to Ind AS Financial Statements.*

- Investment in Subsidiary

Ind AS 101 allows a first-time adopter the option to measure investment in subsidiary as per the requirements of *Ind AS 27, Separate Financial Statements* or at deemed cost. For this purpose deemed cost shall be its fair value at the date of transition to Ind AS or previous GAAP carrying amount as on that date. The Company has elected to measure its investment in subsidiary at the previous GAAP carrying amount on the date of transition.

- Investment in Equity Instruments

Ind AS 101 allows a first-time adopter the option to designate investment in equity instruments at FVTOCI on the basis of the facts and circumstances at the date of transition to Ind AS. The Company has elected to apply this exemption for its investments in equity instruments. However, income tax effect on fair value changes is not recognised since it will lead to recognition of deferred tax items which may never reverse since the Company does not intend to sell these in the foreseeable future.

3.2. Mandatory Exceptions from Retrospective Application

- Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1st April, 2016 are consistent with the estimates at the same date made in conformity with previous GAAP. The Company made estimates for the following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:-

- Biological assets measured at fair value less cost to sell and
- Investment in equity instruments carried at FVTOCI.

- Classification and Measurement of Financial Assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of facts and circumstances that existed at the date of transition to Ind AS.

- De-recognition of Financial Assets and Liabilities

As per Ind AS 101, an entity should apply the

NOTES TO FINANCIAL STATEMENTS (Contd.)

de-recognition requirements in *Ind AS 109, Financial Instruments*, prospectively for transactions occurring on or after the date of transition. However, an entity may apply the de-recognition requirements retrospectively from a date chosen by it if the information

needed to apply Ind AS 109 to financial assets and liabilities de-recognised as a result of past transactions was obtained at the time of initial accounting of those transaction. The Company has elected to apply such de-recognition principles prospectively.

3.3. Reconciliation of Equity as on 1st April, 2016 as per Ind AS with Previous GAAP

Particulars	Note 3.6.	Previous GAAP * Rs. Lakhs	Ind AS Adjustments Rs. Lakhs	Ind AS Rs. Lakhs
ASSETS				
Non-Current Assets				
Property, Plant & Equipment	(a)	8,550.55	(3,746.69)	4,803.86
Capital Work-in-Progress	(b)	853.73	737.10	1,590.83
Intangible Assets (Other than Goodwill)		15.24	-	15.24
Investment in Subsidiary		376.57	-	376.57
Financial Assets :-				
i. Investments	(c)	4.89	(1.62)	3.27
ii. Loans		258.00	-	258.00
iii. Other Financial Assets		104.57	-	104.57
Other Non-Current Assets		1,276.40	-	1,276.40
		11,439.95	(3,011.21)	8,428.74
Current Assets				
Inventories	(d)	705.48	38.04	743.52
Biological Assets (Other than Bearer Plants)	(e)	-	12.20	12.20
Financial Assets :-				
i. Trade Receivables		83.93	-	83.93
ii. Cash and Cash Equivalents		224.64	-	224.64
iii. Bank Balances other than (ii) above		75.23	-	75.23
iv. Loans		105.05	-	105.05
v. Other Financial Assets		20.31	-	20.31
Other Current Assets	(f)	687.19	65.45	752.64
		1,901.83	115.69	2,017.52
TOTAL ASSETS		13,341.78	(2,895.52)	10,446.26

* The Previous GAAP figures have been reclassified, where necessary, to conform to Ind AS presentation requirements.

(Contd.)



NOTES TO FINANCIAL STATEMENTS (Contd.)

Particulars	Note 3.6.	Previous GAAP * Rs. Lakhs	Ind AS Adjustments Rs. Lakhs	Ind AS Rs. Lakhs
EQUITY & LIABILITIES				
Equity				
Equity Share Capital		310.00	-	310.00
Other Equity	(j)	7,426.35	(2,810.65)	4,615.70
Total Equity		7,736.35	(2,810.65)	4,925.70
Liabilities				
<i>Non-Current Liabilities</i>				
Financial Liabilities :-				
i. Borrowings		537.59	-	537.59
Provisions		745.34	-	745.34
Deferred Tax Liabilities (Net)		207.99	-	207.99
Other Non-Current Liabilities	(g)	-	27.06	27.06
		1,490.92	27.06	1,517.98
<i>Current Liabilities</i>				
Financial Liabilities :-				
i. Borrowings		1,839.74	-	1,839.74
ii. Trade Payables		668.34	-	668.34
iii. Other Financial Liabilities		638.53	-	638.53
Other Current Liabilities		624.50	-	624.50
Provisions	(h)	237.48	(111.93)	125.55
Current Tax Liabilities (Net)		105.92	-	105.92
		4,114.51	(111.93)	4,002.58
Total Liabilities		5,605.43	(84.87)	5,520.56
TOTAL EQUITY & LIABILITIES		13,341.78	(2,895.52)	10,446.26

* The Previous GAAP figures have been reclassified, where necessary, to conform to Ind AS presentation requirements.

NOTES TO FINANCIAL STATEMENTS (Contd.)

3.4. Reconciliation of Equity as on 31st March, 2017 as per Ind AS with Previous GAAP

Particulars	Note 3.6.	Previous GAAP * Rs. Lakhs	Ind AS Adjustments Rs. Lakhs	Ind AS Rs. Lakhs
ASSETS				
Non-Current Assets				
Property, Plant & Equipment		4,780.59	-	4,780.59
Capital Work-in-Progress	(b)	1,957.01	42.23	1,999.24
Intangible Assets (Other than Goodwill)		14.16	-	14.16
Investment in Subsidiary		376.57	-	376.57
Financial Assets :-				
i. Investments	(c)	4.89	(0.72)	4.17
ii. Loans		258.00	-	258.00
iii. Other Financial Assets		61.82	-	61.82
Other Non-Current Assets		1,424.50	-	1,424.50
		8,877.54	41.51	8,919.05
Current Assets				
Inventories	(d)	1,033.33	9.18	1,042.51
Biological Assets (Other than Bearer Plants)	(e)	-	16.14	16.14
Financial Assets :-				
i. Trade Receivables		103.23	-	103.23
ii. Cash and Cash Equivalents		293.92	-	293.92
iii. Bank Balances other than (ii) above		139.64	-	139.64
iv. Loans		121.76	-	121.76
v. Other Financial Assets		19.03	-	19.03
Other Current Assets		915.73	-	915.73
		2,626.64	25.32	2,651.96
TOTAL ASSETS		11,504.18	66.83	11,571.01

* The Previous GAAP figures have been reclassified, where necessary, to conform to Ind AS presentation requirements.

(Contd.)



NOTES TO FINANCIAL STATEMENTS (Contd.)

Particulars	Note 3.6.	Previous GAAP * Rs. Lakhs	Ind AS Adjustments Rs. Lakhs	Ind AS Rs. Lakhs
EQUITY & LIABILITIES				
Equity				
Equity Share Capital		310.00	-	310.00
Other Equity	(j)	4,738.30	24.60	4,762.90
Total Equity		5,048.30	24.60	5,072.90
Liabilities				
<i>Non-Current Liabilities</i>				
Financial Liabilities :-				
i. Borrowings		460.27	-	460.27
Provisions		931.84	-	931.84
Deferred Tax Liabilities (Net)		174.03	-	174.03
Other Non-Current Liabilities	(g)	-	42.08	42.08
		1,566.14	42.08	1,608.22
<i>Current Liabilities</i>				
Financial Liabilities :-				
i. Borrowings		3,009.85	-	3,009.85
ii. Trade Payables		887.52	-	887.52
iii. Other Financial Liabilities		481.67	-	481.67
Other Current Liabilities	(g)	363.97	0.15	364.12
Provisions		102.81	-	102.81
Current Tax Liabilities (Net)		43.92	-	43.92
		4,889.74	0.15	4,889.89
Total Liabilities		6,455.88	42.23	6,498.11
TOTAL EQUITY & LIABILITIES		11,504.18	66.83	11,571.01

* The Previous GAAP figures have been reclassified, where necessary, to conform to Ind AS presentation requirements.

NOTES TO FINANCIAL STATEMENTS (Contd.)

3.5. Reconciliation of Statement of Profit and Loss for the year ended 31st March, 2017 as per Ind AS with Previous GAAP

Particulars	Note 3.6.	Previous GAAP * Rs. Lakhs	Ind AS Adjustments Rs. Lakhs	Ind AS Rs. Lakhs
Revenue from Operations		10,298.11	-	10,298.11
Other Income		70.76	-	70.76
Total Income		10,368.87	-	10,368.87
Expenses				
Cost of Materials Consumed		2,039.18	-	2,039.18
Change in Inventories (Stock of Tea)	(d)	(331.09)	28.86	(302.23)
Employee Benefit Expenses	(i)	4,383.53	(117.14)	4,266.39
Finance Cost		323.04	-	323.04
Depreciation and Amortization Expenses		244.24	-	244.24
Other Expenses	(e)	3,340.78	(3.94)	3,336.84
Total Expenses		9,999.68	(92.22)	9,907.46
Profit / (Loss) before tax		369.19	92.22	461.41
Tax Expenses:				
(1) Current Tax		(120.00)	-	(120.00)
(2) Deferred Tax	(i)	33.96	(35.56)	(1.60)
Total Tax Expense		(86.04)	(35.56)	(121.60)
Profit / (Loss) for the year		283.15	56.66	339.81
Other Comprehensive Income				
1. Items that will not be reclassified to profit or loss	(i), (c)	-	(116.24)	(116.24)
2. Income tax relating to items that will not be reclassified to profit or loss	(i)	-	35.56	35.56
		-	(80.68)	(80.68)
Total Comprehensive Income for the year		283.15	(24.02)	259.13

* The Previous GAAP figures have been reclassified, where necessary, to conform to Ind AS presentation requirements.



NOTES TO FINANCIAL STATEMENTS (Contd.)

3.6. Explanatory Notes on Ind AS Adjustments for Reconciliation of Balance Sheet and Statement of Profit and Loss as per Ind AS with that reported under the Previous GAAP

(a) Property, Plant & Equipment

Under the previous GAAP, the Company had adopted the cost model as envisaged by *Revised AS 10, Property, Plant & Equipment*. This Standard required write back of the outstanding balance in Revaluation Reserve as on 1st April, 2016 against the respective items of property, plant & equipment which had been revalued to adopt the cost model.

Under the previous GAAP, till 31st March, 2016 there was no concept of treating bearer plants as a separate class of asset, and all capital expenditure on tea-growing areas was capitalised under the head Leasehold Land & Plantations. However, tea bushes qualify as Bearer Plants within the meaning of Ind AS 16, Property, Plants and Equipment. Hence they are to be recognised as a depreciable asset. Bearer Plants have been stated at cost less accumulated depreciation in the Opening Ind AS Balance Sheet as at 1st April, 2016. The accumulated depreciation has been debited to Retained Earnings.

Further, tea bushes require time to mature before they can provide the expected yield. As such, the expenses incurred previously, which had been capitalised under Leasehold Land & Plantations, on account of new plantations have now been shown under Capital Work-in-Progress (CWIP).

Accumulated expenses up to 31st March, 2016 on nursery for nucleus clones have been shown under CWIP to the extent the clones are expected to be used in newly planted or replanted areas. The balance of accumulated expenditure, which pertains to clones that are expected to be used for infilling in existing planted areas as part of their normal upkeep, has been shown under Deferred Expenditure under Other Current Assets.

The impact on Property, Plant & Equipment arising from the changes as above are summarised below:-

Particulars	As at 1st April, 2016 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Write back of Revaluation Reserve	(2,278.07)	-
Accumulated depreciation on Bearer Plants debited to Retained Earnings	(693.13)	-
Expenses on young tea bushes shown under CWIP	(666.41)	-
Expenses on nucleus clones shown under CWIP	(43.63)	-
Expenses on nucleus clones shown under Other Current Assets	(65.45)	-
Total	(3,746.69)	-

(b) Capital Work-in-Progress

Previously, subsidy received from Tea Board of India as compensation for expenses on replanting was deducted from Leasehold Land & Plantations as per the requirements of the previous GAAP. However, as per *Ind AS 20, Accounting for Government Grants and Disclosure of Government Assistance*, such grants are to be initially recognised as deferred income in the Balance Sheet and subsequently are to be recognised in the profit or loss on a systematic basis over the useful

NOTES TO FINANCIAL STATEMENTS (Contd.)

life of the replanted bushes, which is the period over which the expenses that are sought to be compensated will be recognised in the Statement of Profit or Loss. Grants received prior to 1st April, 2016 in respect of replanted bushes that did not attain maturity till that date (which had been credited to Leasehold Land & Plantations earlier) have now been recognised as Deferred Income with corresponding debit to Capital Work-in-Progress on the date of transition. Similar treatment has been given to grants received during 2016-17. Deferred income has been bifurcated appropriately into Other Current Liabilities and Other Non-Current Liabilities.

The impact on Capital Work-in-Progress arising from the changes as above are summarised below:-

Particulars	As at 1st April, 2016 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Expenses on young tea bushes shown under CWIP [refer note 3.6.(a)]	666.41	-
Expenses on nucleus clones shown under CWIP [refer note 3.6.(a)]	43.63	-
Tea Board Replanting Subsidy Shown under Other Current Liabilities / Other Non-Current Liabilities	27.06	42.23
Total	737.10	42.23

(c) Investments

Under the previous GAAP, Non-Current Investments in Equity Shares were carried at cost less permanent diminution in their value, if any. However, under Ind AS the Company has elected to carry investments in equity instruments other than those in subsidiary at Fair Value Through Other Comprehensive Income (FVTOCI) as per the option provided in *Ind AS 101, First-time Adoption of Indian Accounting Standards*. As such the changes in fair value of investments are accounted for through Retained Earnings in the Opening Ind AS Balance Sheet and through Other Comprehensive Income (OCI) in the Balance Sheet as at 31st March, 2017.

The impact on Investments arising from the changes as above are summarised below:-

Particulars	As at 1st April, 2016 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Changes in fair value of Investments accounted for through Retained Earnings	(1.62)	(1.62)
Changes in fair value of Investments accounted for through OCI	-	0.90
Total	(1.62)	(0.72)



NOTES TO FINANCIAL STATEMENTS (Contd.)

(d) Inventories

Inventories of finished goods (i.e. made tea) were valued, under the previous GAAP, at cost or net realisable value which ever was lower. The valuation principle has not changed under the Ind AS regime. However, under the previous GAAP, cost included all costs of production/purchase of green leaf, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Under Ind AS, cost of inventories comprise cost of purchase of green leaf, fair value of green leaf at the time of harvest less cost to sell, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. The changes in value of inventories of finished goods as on the transition date (i.e. on 1st April, 2016) has been accounted for through Retained Earnings.

The impact arising from the changes as above are summarised below:-

Particulars	As at 1st April, 2016 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Changes in value of Inventories of finished goods	38.04	9.18
Total	38.04	9.18

As a consequence, in the Statement of Profit and Loss for the year ended on 31st March, 2017 Profit Before Tax has been reduced by Rs. 28.86 lakhs (38.04 – 9.18).

(e) Biological Assets (Other than Bearer Plants)

This represents unplucked leaf on tea bushes as at the end of the reporting period. Under the previous GAAP, such biological assets were neither valued nor recognised in the accounts. As per *Ind AS 41, Agriculture*, unplucked leaf on tea bushes have to be measured at its fair value less cost to sell. The related amount as on the transition date (i.e. 1st April, 2016) has been recognised through Retained Earnings. Subsequent changes in value of unplucked leaf of tea bushes have been accounted for through the Statement of Profit and Loss.

The impact on Biological Assets (Other than Bearer Plants) arising from the changes as above are summarised below:-

Particulars	As at 1st April, 2016 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Biological Assets (Other than Bearer Plants) recognised through Retained Earnings	12.20	-
Biological Assets (Other than Bearer Plants) recognised at fair value	-	16.14
Total	12.20	16.14

As a consequence, Other Expenses in the Statement of Profit and Loss for the year ended on 31st March, 2017 has been reduced by Rs. 3.94 lakhs (16.14 – 12.20).

NOTES TO FINANCIAL STATEMENTS (Contd.)

(f) Other Current Assets

As explained in Note No. 3.6.(a) above, expenses incurred on nursery for nucleus clones that are expected to be utilised for infilling, have been accounted for as deferred expenditure shown under Other Current Assets.

The impact on Other Current Assets arising from the changes as above are summarised below:-

Particulars	As at 1st April, 2016 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Expenses on nucleus clones expected to be utilised for infilling accounted for as deferred expenditure	65.45	-*
Total	65.45	-

**This impact has already been given effect to in the financial statements for 2016-17.*

(g) Tea Board Replanting Subsidy

As explained in Note No. 3.6.(b) above, Tea Board Replanting Subsidy has been shown as deferred income under Other Non-Current Liabilities and Other Current Liabilities depending on whether it is expected to be recognised as income after a period of 12 months following the reporting date or earlier.

The impact on Other Non-Current and Current Liabilities arising from the changes as above are summarised below:-

Particulars	As at 1st April, 2016 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Tea Board Replanting Subsidy shown under Other Non-Current Liabilities	27.06	42.08
Tea Board Replanting Subsidy shown under Other Current Liabilities	-	0.15
Total	27.06	42.23

(h) Current Provisions

Under the previous GAAP, up to 31st March, 2016, proposed final dividend and tax thereon were recognised as a liability in the books of accounts. However, under the Ind AS regime, liability for final dividend is to be recognised only when the same is approved by the shareholders in the Annual General Meeting. Hence the liabilities recognised on the above account as on 1st April, 2016 have been reversed with corresponding effect to Retained Earnings.



NOTES TO FINANCIAL STATEMENTS (Contd.)

The impact on Current Provisions arising from the changes as above are summarised below:-

Particulars	As at 1st April, 2016 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Proposed Dividend recognised as liability earlier now reversed by crediting Retained Earnings	(93.00)	-
Tax on Proposed Dividend recognised as liability earlier now reversed by crediting Retained Earnings	(18.93)	-
Total	(111.93)	-

(i) Actuarial Gain / Loss on Defined Benefit Obligation

Under the previous GAAP, actuarial gain / loss on defined benefit obligation had been recognised in the Statement of Profit and Loss as a part of Employee Benefit Expenses. However, under the Ind AS regime, re-measurement gain / loss on defined benefit obligation is to be recognised in Other Comprehensive Income (OCI). The deferred tax effect of such actuarial gain / loss is also to be shown under OCI and not under the Profit and Loss.

The impact arising from the changes as above are summarised below:-

Particulars	For the year ended 31st March, 2017 Rs. Lakhs
Actuarial Loss shown under OCI instead of Employee Benefits	117.14
Deferred Tax effect on the same shown under OCI instead of under Profit and Loss	35.56

(j) Other Equity

The effect of all the above changes on Other Equity is summarised in the table below :-

Particulars	As at 1st April, 2016 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
(A) Retained Earnings		
Accumulated Depreciation on Bearer Plants [Refer Note No. 3.6.(a)]	(693.13)	-
Investment in Equity Instruments measured at FVTOCI [Refer Note No. 3.6.(c)]	(1.62)	(1.62)
Changes in value of Inventories of finished goods [Refer Note No. 3.6.(d)]	38.04	38.04

NOTES TO FINANCIAL STATEMENTS (Contd.)

Particulars	As at 1st April, 2016 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Recognition of Biological Assets (Other than Bearer Plants) (Un-plucked Leaf on Tea Bushes) [Refer Note No. 3.6.(e)]	12.20	12.20
Proposed Dividend recognised under the previous GAAP, now reversed [Refer Note No. 3.6.(h)]	93.00	-
Tax on Proposed Dividend recognised under the previous GAAP now reversed [Refer Note No. 3.6.(h)]	18.93	-
Transfer from Statement of Profit and Loss for the year ended 31st March, 2017 :-		
Change in Inventories (Stock of Tea) [Refer Note No. 3.6.(d)]	-	(28.86)
Other Expenses [Refer Note No. 3.6.(e)]	-	3.94
Sub-Total (A)	(532.58)	23.70
(B) Revaluation Surplus		
Write back of the outstanding balance in Revaluation Reserve [Refer Note No. 3.6.(a)]	(2,278.07)	-
Sub-Total (B)	(2,278.07)	-
(C) FVTOCI Reserve		
Changes in fair value of Investments accounted for through OCI section of the Statement of Profit and Loss [Refer Note No. 3.6.(c)]	-	0.90
Sub-Total (C)	-	0.90
Total [(A) + (B) +(C)]	(2,810.65)	24.60



NOTES TO FINANCIAL STATEMENTS (Contd.)

Note 4 : Property, Plant & Equipment

Description	GROSS CARRYING AMOUNT			ACCUMULATED DEPRECIATION			NET CARRYING AMOUNT As at 31st March, 2017
	Deemed Cost as at 1st April, 2016	Additions during the year	Disposals/ De-recognition during the year	As at 1st April, 2016	Depreciation for the year	Disposals/ De-recognition during the year	
Freehold land	33.14	-	-	-	-	-	33.14
Leasehold Land	351.49	-	-	-	-	-	351.49
Buildings	3,349.09	168.81	-	947.73	72.72	-	2,497.45
Plant & Machinery	1,989.94	21.24	-	1,142.11	55.22	-	793.85
Electrical Installation	493.33	7.98	-	381.05	17.03	-	103.23
Vehicles	701.64	6.69	-	462.10	53.52	-	192.71
Office Equipment	28.74	-	-	25.33	1.42	-	1.99
Computer	77.11	4.14	-	68.29	10.55	-	2.41
Furniture & Fittings	276.51	12.73	-	194.95	13.70	-	80.59
Bearer Plants	1,437.56	-	(6.56)	693.13	19.00	(4.86)	723.73
Total	8,718.55	221.59	(6.56)	3,914.69	243.16	(4.86)	4,780.59

Description	GROSS CARRYING AMOUNT			ACCUMULATED DEPRECIATION			NET CARRYING AMOUNT As at 31st March, 2018
	Deemed Cost as at 1st April, 2017	Additions during the year	Disposals/ De-recognition during the year	As at 1st April, 2017	Depreciation for the year	Disposals/ De-recognition during the year	
Freehold land	33.14	-	-	-	-	-	33.14
Leasehold Land	351.49	-	-	-	-	-	351.49
Buildings	3,517.90	898.46	-	1,020.45	90.96	-	3,304.95
Plant & Machinery	1,991.18	410.02	-	1,197.33	48.14	-	1,155.73
Electrical Installation	501.31	45.74	-	398.08	18.33	-	130.64
Vehicles	708.33	-	-	515.62	52.19	-	140.52
Office Equipment	28.74	-	-	26.75	1.20	-	0.79
Computer	81.25	2.65	-	78.84	2.74	-	2.32
Furniture & Fittings	289.24	0.93	-	208.65	14.74	-	66.78
Bearer Plants	1,431.00	230.69	-	707.27	21.37	-	933.05
Total	8,933.58	1,588.49	-	4,152.99	249.67	-	6,119.41

NOTES TO FINANCIAL STATEMENTS (Contd.)

Note 5 : Intangible Assets (Other than Goodwill)

Description	GROSS CARRYING AMOUNT			ACCUMULATED DEPRECIATION			NET CARRYING AMOUNT
	Deemed Cost as at 1st April, 2016	Additions during the year	Disposals/ De-recognition during the year	As at 1st April, 2016	Amortisation for the year	Disposals/ De-recognition during the year	As at 31st March, 2017
Computer Software	35.87	-	-	20.63	1.08	-	14.16
Total	35.87	-	-	20.63	1.08	-	14.16

Description	GROSS CARRYING AMOUNT			ACCUMULATED DEPRECIATION			NET CARRYING AMOUNT
	Deemed Cost as at 1st April, 2017	Additions during the year	Disposals/ De-recognition during the year	As at 1st April, 2017	Amortisation for the year	Disposals/ De-recognition during the year	As at 31st March, 2018
Computer Software	35.87	14.27	-	21.71	6.89	-	21.54
Total	35.87	14.27	-	21.71	6.89	-	21.54



NOTES TO FINANCIAL STATEMENTS (Contd.)

Note 6 : Investment in Subsidiary

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
(Measured at Cost)			
35,54,829 Equity Shares of B & A Packaging India Ltd. (quoted) of Rs.10/- each fully paid up. (As at 31st March, 2017 : 35,54,829 shares; As at 1st April, 2016 : 35,54,829 shares)			
Dividends recognised during the current year Rs. 17.77 lakhs (For the year ended 31st March, 2017 Rs. 17.77 lakhs)	376.57	376.57	376.57
Total	376.57	376.57	376.57
Aggregate Market Value of Quoted Investments (Refer Note 43.22)	1,735.47	1,423.00	1,157.10

Note 7 : Non- Current Investments

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Investments in Equity Instruments			
1. 500 Equity Shares of ICICI Bank (quoted) of Rs. 2/- each, fully paid up. (As at 31st March, 2017 : 455 shares; As at 1st April, 2016 : 455 shares) During the year 45 shares of Rs 2/- each, fully paid, up have been received as bonus shares. Dividends recognised during the current year Rs. 0.03 lakhs. (For the year ended 31st March, 2017 Rs. 0.03 lakhs)	1.39	1.26	1.08
2. 250 Equity Shares of Asssam Finance Corporation (unquoted) of Rs. 100/- each, fully paid up. (As at 31st March, 2017 : 250 shares; As at 1st April, 2016 : 250 shares) Dividends recognised during the current year Rs. Nil (For the year ended 31st March, 2017 Rs. Nil)	0.21	0.22	0.22
3. 18,000 Equity Shares of Heritage North East Pvt. Ltd. (unquoted) of Rs. 10/- each, fully paid up. (As at 31st March, 2017 : 18,000 shares; As at 1st April, 2016 : 18,000 shares) Dividends recognised during the current year Rs. Nil (For the year ended 31st March, 2017 Rs. Nil)	3.35	2.68	1.96

(Contd.)

NOTES TO FINANCIAL STATEMENTS (Contd.)

Note 7 : Non- Current Investments (contd.)

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
4. 9,800 Equity Shares of Kaziranga Golf Club Pvt. Ltd. (unquoted) of Rs. 10/- each, fully paid up. (As at 31st March, 2017 : 9,800 shares; As at 1st April, 2016 : 9,800 shares) Dividends recognised during the current year Rs. Nil (For the year ended 31st March, 2017 Rs. Nil)	0.00*	0.00*	0.00*
	4.95	4.16	3.26
Other Investments			
Investment in National Savings Certificate (VI Issue) [Lodged with Excise Authorities]	0.01	0.01	0.01
Total	4.96	4.17	3.27
Aggregate book value of quoted investments	1.39	1.26	1.08
Aggregate of market value quoted investments	1.39	1.26	1.08
Aggregate of unquoted investments	3.57	2.91	2.19

*The figure is below the rounding off levels used in the financial statements.

Note 8 : Non-Current Loans

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Loan to Subsidiary (Unsecured, considered good) (Refer Note 43.19)	258.00	258.00	258.00
Total	258.00	258.00	258.00

Note 9 : Non-Current Other Financial Assets

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Term Deposits with Bank having remaining maturity of more than 12 months <i>Includes Rs. 73.26 lakhs for Unpaid Dividend (As at 31st March, 2017 : Rs. 40.77 lakhs; As at 1st April, 2016 : Rs. 32.50 lakhs)</i>	167.96	61.82	104.57
Total	167.96	61.82	104.57



NOTES TO FINANCIAL STATEMENTS (Contd.)

Note 10 : Other Non-Current Assets

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Advances Other than Capital Advances :- (Refer Note 43.19)			
(a) Security Deposits	148.14	122.58	95.89
(b) Advances to Related Parties	1,212.86	1,125.13	1,011.28
(c) Other Advances	176.79	176.79	169.23
Total	1,537.79	1,424.50	1,276.40

Note 11 : Inventories (including in transit)

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Stock of Tea	489.59	721.59	419.36
Stock of Stores at Garden	362.42	320.92	324.16
Total	852.01	1,042.51	743.52

Note 12 : Biological Assets (Other than Bearer Plants)

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Unplucked Tea Leaves on Bush	19.71	16.14	12.20
<i>Unplucked tea leaves on bush as at 31st March, 2018 : 1,01,406 Kgs (As at 31st March, 2017 : 78,850 Kgs; As at 1st April, 2016 : 58,155 Kgs)</i>			
Total	19.71	16.14	12.20

NOTES TO FINANCIAL STATEMENTS (Contd.)

Note 13 : Trade Receivables

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Receivable from Related Parties	22.21	63.14	65.12
Receivable from Others	72.48	40.09	18.81
Total	94.69	103.23	83.93
Break-up for Security Details:-			
Trade Receivables :- (Refer Note 43.19)			
Secured, considered good	-	-	-
Unsecured, considered good	94.69	103.23	83.93
Doubtful	-	-	-
Less :- Allowance for bad and doubtful debts :-			
- Unsuecured, considered good	-	-	-
- Doubtful	-	-	-
Total	94.69	103.23	83.93

Note 14 : Cash and Cash Equivalents

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Balances with Schedule Banks :- In Current Accounts	52.19	217.65	194.77
Cash on Hand	8.46	26.27	29.87
Remittance in transit	-	50.00	-
Total	60.65	293.92	224.64

Note 15 : Bank Balances Other than Cash and Cash Equivalents

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Earmarked Balances with Scheduled Banks :-			
In Marginal Deposit Accounts	1.56	1.56	1.56
In Unpaid Dividend Accounts	15.89	14.96	12.58
Term Deposits with Bank having remaining maturity of less than 12 months and original maturity of more than 3 months	29.45	123.12	61.09
<i>Includes Rs. 25.86 lakhs for Unpaid Dividend (As at 31st March, 2017 : Rs. 58.34 lakhs; As at 1st April, 2016 : Rs. 59.57 lakhs)</i>			
Total	46.90	139.64	75.23



NOTES TO FINANCIAL STATEMENTS (Contd.)

Note 16 : Current Loans

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Staff Advances (Refer Note 43.19)	133.98	121.76	105.05
Total	133.98	121.76	105.05

Note 17 : Current Other Financial Assets

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Interest Accrued	21.20	19.03	20.31
<i>Includes Rs. 5.22 lakhs accrued on Loan to Subsidiary (For the year ended 31st March, 2017 Rs. 5.22 lakhs, as at 1st April, 2016 Rs. 5.22 lakhs)</i>			
Total	21.20	19.03	20.31

Note 18 : Other Current Assets

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Advances Other than Capital Advances :- (Refer Note 43.19)			
(a) Advances to Related Parties	71.80	155.55	170.82
(b) Other Advances	705.61	622.84	456.03
Subsidies Receivable from Government	9.54	9.54	23.84
Deferred Expenditure	60.87	92.25	66.40
Central Excise Duty	35.55	35.55	35.55
Total	883.37	915.73	752.64

NOTES TO FINANCIAL STATEMENTS (Contd.)

Note 19 : Share Capital

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
I. Authorized			
Equity Share Capital			
50,00,000 shares of Rs. 10/- each	500.00	500.00	500.00
Cumulative Preference Share Capital			
5,00,000 shares of Rs. 100/- each	500.00	500.00	500.00
II. Issued, Subscribed and Fully Paid-up			
Equity Share Capital			
31,00,000 shares of Rs. 10/- each (As at 31st March, 2017 : 31,00,000 shares; As at 1st April, 2016 : 31,00,000 shares)	310.00	310.00	310.00

A. Terms / Rights attached to Equity Shares:-

The company has one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

B. Shareholders holding more than 5% of the Issued Shares:-

	31st March, 2018	31st March, 2017	1st April, 2016
1. Late H. P. Barooah			
– No. of Shares	8,61,918	8,61,918	8,61,918
– Percentage of holding	27.80%	27.80%	27.80%
2. Mrs. S. Shetty			
– No. of Shares	3,16,200	3,16,200	3,16,200
– Percentage of holding	10.20%	10.20%	10.20%
3. Mr. Somnath Chatterjee			
– No. of Shares	2,42,430	2,42,430	2,42,430
– Percentage of holding	7.82%	7.82%	7.82%



NOTES TO FINANCIAL STATEMENTS (Contd.)

C. Out of the above Shares

1. With regards to 8,61,918 equity shares (As at 31st March, 2017 : 8,61,918 shares; As at 1st April, 2016 : 8,61,918 shares) held by Late H. P. Barooah, proceedings are pending before the Courts.
 2. Out of 3,16,200 equity shares (As at 31st March, 2017 : 3,16,200 shares; As at 1st April, 2016 : 3,16,200 shares) shown in the name of Mrs. S. Shetty, proceedings are pending before Courts in respect of 2,21,230 equity shares (As at 31st March, 2017 : 2,21,230 shares; As at 1st April, 2016 : 2,21,230 shares).
 3. With regards to 2,42,430 equity shares (As at 31st March, 2017 : 2,42,430 shares; As at 1st April, 2016 : 2,42,430 shares) held by Mr. Somnath Chatterjee, proceedings are pending before the Courts.
- D. There has been no changes in Authorised and Issued & Subscribed Capital during the years covered by these financial statements.

Note : 20 Other Equity

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Summary of Other Equity balances:-			
Capital Reserve	124.28	124.28	124.28
Securities Premium	1,001.50	1,001.50	1,001.50
General Reserve	300.74	300.74	300.74
Retained Earnings	3,810.77	3,335.48	3,189.18
Fair Value Through Other Comprehensive Income (FVTOCI) Reserve	1.69	0.90	-
Total	5,238.98	4,762.90	4,615.70

Refer Statement of Changes in Equity for detailed movement in Equity balances.

NOTES TO FINANCIAL STATEMENTS (Contd.)

Note 21 : Non-Current Borrowings

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Secured Term Loans from Banks			
1. Term Loans from United Bank of India	456.20	703.68	713.41
Less : Current Maturities of Long-term debts	(259.00)	(243.41)	(180.00)
	197.20	460.27	533.41
a. Nature of Security : Secured by hypothecation of existing and future tangible assets of the Company (excluding the assets purchased under hire purchase scheme of Tea Board) including tea crop, with United Bank of India and additionally secured by Equitable Mortgage of Fixed Assets situated at the Tea Estates and one property of the Company at Kolkata, besides the personal guarantee of the Managing Director.			
b. Rate of Interest : B.R. + 75 basis points p.a.			
c. Terms of Repayment : Refer Note 43.23			
2. Term Loans for Vehicles from HDFC Bank	–	4.18	9.74
Less : Current Maturities of Long-term debts	–	(4.18)	(5.56)
	–	–	4.18
a. Nature of Security : Secured by hypothecation of the vehicles under the hire purchase scheme.			
b. Rate of Interest : 6.14% p.a.			
c. Terms of Repayment : Monthly Installments of Rs. 0.46 lakhs upto Dec'17			
3. Term Loan from Karur Vysya Bank	–	–	200.00
Less : Current Maturities of Long-term debts	–	–	(200.00)
	–	–	–
a. Nature of Security : Secured by hypothecation of a flat of the Company situated at Kolkata.			
b. Rate of Interest : B.R. + 325 basis points p.a.			
c. Terms of Repayment : Repayable within 2016.			
Total [1 + 2 + 3]	197.20	460.27	537.59



NOTES TO FINANCIAL STATEMENTS (Contd.)

Note 22 : Non-Current Provisions

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Provision for Gratuity	1,075.06	1,034.65	870.89
Less : Current portion thereof shown under Current Provisions	(115.93)	(102.81)	(125.55)
Total	959.13	931.84	745.34

Note 23 : Deferred Tax

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Deferred Tax Assets			
<i>Comprises of temporary differences attributable to:-</i>			
Provision for Gratuity	335.29	322.67	273.14
Total Deferred Tax Assets	335.29	322.67	273.14
Deferred Tax Liabilities			
<i>Comprises of temporary differences attributable to:-</i>			
Property, Plant & Equipment	480.75	493.09	478.23
Intangible Assets (Other than Goodwill)	3.46	3.61	2.90
Total Deferred Tax Liabilities	484.21	496.70	481.13
Net Deferred Tax Assets / (Liabilities)	(148.92)	(174.03)	(207.99)

Movement in the Items of Deferred Tax Assets

	Provision for Gratuity
As at 1st April, 2016	273.14
(Charged) / Credited during the year ended 31st March, 2017 to :-	
- Profit and Loss	13.97
- Other Comprehensive Income	35.56
As at 31st March, 2017	322.67
(Charged) / Credited during the year ended 31st March, 2018 to :-	
- Profit and Loss	2.97
- Other Comprehensive Income	9.65
As at 31st March, 2018	335.29

NOTES TO FINANCIAL STATEMENTS (Contd.)

Movement in the Items of Deferred Tax Liabilities

	Property, Plant & Equipment	Intangible Assets (Other than Goodwill)
As at 1st April, 2016	478.23	2.90
Charged / (Credited) during the year ended 31st March, 2017 to :-		
- Profit and Loss	14.86	0.71
- Other Comprehensive Income	-	-
As at 31st March, 2017	493.09	3.61
Charged / (Credited) during the year ended 31st March, 2018 to :		
- Profit and Loss	(12.34)	(0.15)
- Other Comprehensive Income	-	-
As at 31st March, 2018	480.75	3.46

Note 24 : Other Non-Current Liabilities

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Government Grants			
Balance as at 1st April	43.35	27.06	27.06
Add: Received during the year	-	16.29	-
Less: Transferred to the Statement of Profit and Loss during the year	(0.15)	-	-
Balance as at 31st March	43.20	43.35	27.06
Less: Current portion thereof shown under Other Current Liabilities	(1.68)	(1.27)	-
Non-Current portion of Government Grants	41.52	42.08	27.06

Note:- These grants have been received from Tea Board of India as Replanting Subsidy. There are no unfulfilled conditions attached to these grants.



NOTES TO FINANCIAL STATEMENTS (Contd.)

Note 25 : Current Borrowings

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Secured Loans from Banks Repayable on Demand			
Secured Working Capital Loan from United Bank of India	2,841.43	3,009.85	1,839.74
a. Nature of Security : <i>Secured by hypothecation of existing and future tangible assets of the Company (excluding the assets purchased under hire purchase scheme of Tea Board) including tea crop, with United Bank of India and additionally secured by Equitable Mortgage of Fixed Assets situated at the Tea Estates and one property of the Company at Kolkata, besides the personal guarantee of the Managing Director.</i>			
b. Rate of Interest : MCLR - Y + 75 basis points p.a.			
Total	2,841.43	3,009.85	1,839.74

Note 26 : Trade Payables

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Payable to Related Parties	32.09	57.98	33.41
Payable to Others	732.87	829.54	634.93
Total	764.96	887.52	668.34

Note 27 : Current Other Financial Liabilities

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Current Maturities of Long-term debts	259.00	247.59	385.56
Interest accrued but not due on borrowings	-	-	1.64
Loan from Others	0.11	0.11	0.11
Unpaid Dividend	115.01	114.07	104.65
Employee Benefits Payable	84.71	81.64	128.29
Other Financial Liabilities	18.19	38.26	18.28
Total	477.02	481.67	638.53

NOTES TO FINANCIAL STATEMENTS (Contd.)

Note 28 : Other Current Liabilities

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Revenue received in advance	–	2.00	10.50
Current portion of Government Grants	1.68	1.27	–
Others	327.53	360.85	614.00
Total	329.21	364.12	624.50

Note 29 : Current Provisions

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Provision for Gratuity (Current portion)	115.93	102.81	125.55
Total	115.93	102.81	125.55

Note 30 : Current Tax Liabilities (Net)

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Provision for Income Tax (Net)	144.59	43.92	105.92
Total	144.59	43.92	105.92



NOTES TO FINANCIAL STATEMENTS (Contd.)

Note 31 : Revenue from Operations

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Sale of Tea (Gross)	12,185.46	10,298.11
Total	12,185.46	10,298.11

Note 32 : Other Income

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Interest Income <i>(includes Rs. 23.22 lakhs from Subsidiary Company; for the year ended 31st March, 2017 Rs. 23.22 lakhs)</i>	51.65	43.79
Dividend Income <i>(includes Rs. 17.77 lakhs from Subsidiary Company; for the year ended 31st March, 2017 Rs. 17.77 lakhs)</i>	17.80	17.80
Other Non-Operating Income		
Rent Received	3.85	4.80
Replanting Subsidy	0.15	-
Liabilities no longer required written back	2.38	1.11
Sundry Receipts	4.27	3.26
Total	80.10	70.76

Note 33 : Cost of Materials Consumed

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Purchase of Green Leaf (Refer Note 43.17)	2,405.11	2,039.18
Total	2,405.11	2,039.18

NOTES TO FINANCIAL STATEMENTS (Contd.)

34 : Change in Inventories (Stock of Tea)

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Opening Stock of Tea	721.59	419.36
Less : Closing Stock of Tea	(489.59)	(721.59)
Total	232.00	(302.23)

Note 35 : Employee Benefit Expenses

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Salaries, Wages, Bonus and Gratuity	3,653.11	3,198.11
Contribution to Provident and Other Fund	375.49	356.21
Labour and Staff Welfare	740.70	712.07
Total	4,769.30	4,266.39

Note 36 : Finance Cost

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Interest and Financial Charges	367.73	323.04
Total	367.73	323.04

Note 37 : Depreciation and Amortisation Expenses

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Depreciation and Amortisation Expenses	256.56	244.24
Total	256.56	244.24



NOTES TO FINANCIAL STATEMENTS (Contd.)

Note 38 : Other Expenses

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
A. Manufacturing Expenses :-		
Consumption of Stores & Spares	896.87	779.23
Repairs to Buildings	118.58	123.33
Repairs to Machineries	155.43	169.25
Power & Fuel	817.54	759.15
Cess on Tea	7.20	27.40
Total (A)	1,995.62	1,858.36
B. Selling & Distribution Expenses :-		
Freight, Brokerage & Selling Expenses	658.23	598.18
Total (B)	658.23	598.18
C. Establishment Expenses :-		
Rent, Hire and Service Charges	10.70	16.69
Rates, Taxes and Association Subscription	99.46	142.73
Travelling and Conveyance	71.31	69.38
Contribution to Political Parties (Refer Note 43.18)	-	20.00
Legal & Professional Charges	113.45	146.33
Vehicle Running and Maintenance	198.49	174.08
Insurance	37.31	32.05
Miscellaneous Expenses	238.35	243.79
Corporate Social Responsibility Activities (Refer Note 43.20)	15.64	21.57
Directors Fees	10.84	8.62
Payment to Auditor (Refer Note 43.21)	6.05	5.06
Total (C)	801.60	880.30
Total Other Expenses (A + B + C)	3,455.45	3,336.84

NOTES TO FINANCIAL STATEMENTS (Contd.)

Note 39 : Tax Expenses

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Current Tax on Profits for the year	(190.00)	(120.00)
<u>Deferred Tax Expense</u>		
Increase / (Decrease) in Deferred Tax Assets	2.97	13.97
(Increase) / Decrease in Deferred Tax Liabilities	12.49	(15.57)
	(174.54)	(121.60)

Note 40 : Other Comprehensive Income

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
<u>Items that will not be reclassified to Profit or Loss</u>		
Actuarial Gain / (Loss) on defined benefit obligations	(30.92)	(117.14)
Income tax effect on the above	9.65	35.56
Total (A) [transferred to Retained Earnings]	(21.27)	(81.58)
Gain / (Loss) on FVTOCI Equity Instruments	0.79	0.90
Income tax effect on the above	-	-
Total (B) [transferred to FVTOCI Reserve]	0.79	0.90
Total Other Comprehensive Income, net of taxes (A + B)	(20.48)	(80.68)

Note :- Income Tax effect on Gain / (Loss) on FVTOCI Equity Instruments is not taken into account since the same will lead to a deferred tax liability / asset which will be reversed only when such Equity Instruments are sold. The Company does not intend to sell these Equity Instruments in the foreseeable future.



NOTES TO FINANCIAL STATEMENTS (Contd.)

Note 41 : Earnings Per Share

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Basic EPS		
(1) Number of Equity Shares at the beginning of the year (in lakhs)	31.00	31.00
(2) Number of Equity Shares at the end of the year (in lakhs)	31.00	31.00
(3) Weighted average number of Equity Shares outstanding during the year (in lakhs)	31.00	31.00
(4) Face Value of each Equity Share (Rs.)	10.00	10.00
(5) Profit attributable to equity holders for the year (Rs. in lakhs)	604.87	339.81
(6) Basic EPS (Rs.)	19.51	10.96
Diluted EPS		
(1) Dilutive Potential Equity Shares (in lakhs)	31.00	31.00
(2) Diluted EPS [Same as Basic EPS] (Rs.)	19.51	10.96

Note 42 : Distributions made and Proposed

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Dividends on Equity Shares declared and paid		
Final dividend for the year ended 31st March, 2017 :- Rs. 3 per share (31st March, 2016:- Rs. 3 per share)	93.00	93.00
Dividend Distribution tax on final dividend	15.31	18.93
Total	108.31	111.93
Dividends not recognised at the end of the year		
Final dividend for the year ended 31st March, 2018 :- Rs. 3 per share (31st March, 2017:- Rs. 3 per share)	93.00	93.00
Dividend Distribution tax on proposed final dividend	15.46	15.31
Total	108.46	108.31

Note :- Proposed dividends on equity shares are subject to approval at the Annual General Meeting and are not recognised as a liability (including Dividend Distribution Tax thereon) as on 31st March.

NOTES TO FINANCIAL STATEMENTS (Contd.)

Note 43 - Additional Notes to the Financial Statements

43.1. Defined Benefit Plan (Gratuity Plan)

The following tables set forth the particulars in respect of defined benefit gratuity plan of the Company for the year ended 31st March, 2018 and corresponding figures for the previous year.

Table 1 – Components of Employer Expense

Particulars	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
(a) <u>Recognised in Profit or Loss</u>		
Current Service Cost	58.58	62.33
Past Service Cost	8.06	–
Loss / (Gain) on Settlement	–	–
Net Interest Cost / (Income)	77.54	65.27
Sub-total (a)	144.18	127.60
(b) <u>Re-measurements recognised in Other Comprehensive Income</u>		
Effect of changes in demographic assumptions	–	(10.04)
Effect of changes in financial assumptions	(16.86)	(81.80)
Effect of experience adjustments	47.78	208.98
Return on Plan Assets (excluding amounts recognised in net interest cost)	–	–
Re-measurement (or Actuarial) (gain) / loss arising because of change in effect of asset ceiling	–	–
Sub-total (b)	30.92	117.14
Total Defined Benefit Cost recognised in Profit or Loss and Other Comprehensive Income [(a) + (b)]	175.10	244.74



NOTES TO FINANCIAL STATEMENTS (Contd.)

Table 2 - Net Asset / (Liability) recognised in the Balance Sheet

	As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Present Value of Defined Benefit Obligation	1,075.06	1,034.65
Fair Value of Plan Assets	-	-
Surplus / (Deficit)	(1,075.06)	(1,034.65)
Net Asset / (Liability) recognised in the Balance Sheet	(1,075.06)	(1,034.65)
<i>Out of Net Asset / (Liability) as above :-</i>		
- Current portion	(115.93)	(102.81)
- Non-Current portion	(959.13)	(931.84)
Total	(1,075.06)	(1,034.65)

Table 3 - Changes in Defined Benefit Obligation (DBO)

	As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Present Value of DBO at the beginning of the year	1,034.65	870.89
Current Service Cost	58.58	62.33
Interest Cost	77.54	65.27
Re-measurement (gains) / losses		
- Effect of changes in demographic assumptions	-	(10.04)
- Effect of changes in financial assumptions	(16.86)	(81.80)
- Effect of experience adjustments	47.78	208.98
- Others	-	-
Past Service Cost	8.06	-
Effect of change in foreign exchange rates	-	-
Benefits paid	(134.69)	(80.98)
Acquisition adjustment	-	-
Effect of business combinations or disposals	-	-
Present Value of DBO at the end of the year	1,075.06	1,034.65

NOTES TO FINANCIAL STATEMENTS (Contd.)

Table 4 - Changes in Fair Value of Plan Assets

	As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Fair Value of Plan Assets at the beginning of the year	-	-
Investment Income	-	-
Employer's Contribution	-	-
Employees' Contribution	-	-
Benefits Paid	-	-
Return on Plan Assets, excluding amount recognised in net interest cost	-	-
Acquisition adjustment	-	-
Fair Value of Plan Assets at the end of the year	-	-

Table 5 - Change in Effect of Asset Ceiling

	As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Effect of Asset Ceiling at the beginning of the year	-	-
Interest Cost (to the extent not recognised in net interest cost)	-	-
Re-measurement (or Actuarial) (gain) / loss arising because of change in effect of asset ceiling	-	-
Effect of Asset Ceiling at the end of the year	-	-

Table 6 - Principal Actuarial Assumptions

	As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Financial Assumptions		
Discount Rate (p.a.)	7.80%	7.50%
Salary Growth Rate (p.a.)	5% for the first year and 4% thereafter	5% for the first year and 4% thereafter
Demographic Assumptions		
Mortality Rate (% of IALM 06-08)	100.00%	100.00%
Normal Retirement Age	58 Years	58 Years
Attrition / Withdrawal Rate (p.a.)	1.00%	1.00%



NOTES TO FINANCIAL STATEMENTS (Contd.)

Table 7 - Sensitivity Analysis of Present Value of DBO

	As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Actual Present Value of DBO (base)	1,075.06	1,034.65
<u>Discount Rate</u>		
- Increase by 1%	991.79	953.63
- Decrease by 1%	1,170.74	1,127.74
<u>Salary Growth Rate</u>		
- Increase by 1%	1,172.92	1,129.00
- Decrease by 1%	988.71	951.08
<u>Attrition Rate</u>		
- Increase by 50%	1,088.52	1,046.40
- Decrease by 50%	1,060.86	1,022.25
<u>Mortality Rate</u>		
- Increase by 10%	1,076.05	1,035.53
- Decrease by 10%	1,074.06	1,033.76

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. This sensitivity analysis above has been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period while holding all other assumptions constant. The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. There is no change in the method of valuation for the prior period. For change in assumptions refer to Table 6 above.

Table 8 - Maturity Profile of Defined Benefit Obligation

Expected Maturity over next (valued on undiscounted basis)	As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
1 year	115.93	102.81
2 to 5 years	359.66	341.58
6 to 10 years	599.92	561.42
More than 10 years	1,364.02	1,264.47

The weighted average duration of the defined benefit gratuity plan as on 31st March, 2018 is 8 years (as on 31st March, 2017 is 8 years).

NOTES TO FINANCIAL STATEMENTS (Contd.)

43.2. Related Party Disclosures

- (a) Subsidiaries
B & A Packaging India Ltd.
- (b) Associates
Heritage North East Pvt. Ltd.*
Kaziranga Golf Club Pvt. Ltd.*

*These Companies are not "associate company" within the meaning of Sec 2(6) of the Companies Act, 2013.

- (c) Key Management Personnel
- Executive Directors**
 - Somnath Chatterjee (Managing Director)
 - Non-Executive Independent Directors[†]
 - Basant Kumar Goswami
 - Latifur Rahman
 - Prabir Kumar Datta
 - Anjan Ghosh
 - Raj Kamal Bhuyan
 - Non-Executive Non-Independent Director[†]
 - Anuradha Farley (Chairman)

- Amit Chowdhuri
- Bhramar Kumar Mahanta

4. Others**

- Debdip Chowdhury (Company Secretary)
- Tapas Kumar Chatterjee (Chief Financial Officer)

[†] These directors are not "Key Managerial Personnel" within the meaning of Sec 2(51) of the Companies Act, 2013.

**These are "Key Managerial Personnel" within the meaning of Sec 2(51) of the Companies Act, 2013.

(d) **Other Related Parties**

- Barooahs & Associates Pvt. Ltd.
- Buragohain Tea Company Ltd.
- Assam Tea Brokers Pvt. Ltd.
- Super Packaging Ltd.
- Rockland Realty Pvt. Ltd.
- Morris Construction Pvt. Ltd.
- Hacienda Properties Pvt. Ltd.

(e) Transactions during the year and Balance at year end with Subsidiaries

Particulars	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs	As at 1st April, 2016 Rs. Lakhs
<u>Purchase of paper sacks and sample pouches</u>			
B & A Packaging India Ltd.	68.49	84.19	-
<u>Interest on Loan Given</u>			
B & A Packaging India Ltd.	23.22	23.22	-
<u>Dividends Received</u>			
B & A Packaging India Ltd.	17.77	17.77	-
<u>Reimbursement of Service Charges</u>			
B & A Packaging India Ltd.	0.90	0.90	-
<u>Net Balance outstanding at the end of the year [Dr. / (Cr.)]</u>			
B & A Packaging India Ltd. (includes loan given Rs. 258.00 lakhs)	231.13	205.24	229.81



NOTES TO FINANCIAL STATEMENTS (Contd.)

(f) Transactions during the year and Balance at year end with Associates

Particulars	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs	As at 1st April, 2016 Rs. Lakhs
<u>Rent Received</u>			
Heritage North East Pvt. Ltd.	2.00	2.00	-
<u>Net Balance outstanding at the end of the year [Dr. / (Cr.)]</u>			
Heritage North East Pvt. Ltd.	16.36	16.36	7.50
Kaziranga Golf Club Pvt. Ltd.	-	-	(1.67)

Due from a Private Limited Company in which one of the Directors is interested – Nil. (as at 31st March, 2017 – Rs. 16.36 lakhs, as at 1st April, 2016 - Rs. 7.50 lakhs.)

(g) Transaction during the year with Key Management Personnel

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
<u>Short Term Employee Benefits</u>		
Somnath Chatterjee	28.18	35.21
Debdip Chowdhury	13.41	11.77
Tapas Chatterjee	13.91	10.46
<u>Post-Employment Benefits[†]</u>		
Somnath Chatterjee	1.87	1.87
Debdip Chowdhury	0.53	0.53
<u>Sitting Fees</u>		
Anuradha Farley	0.40	0.20
Basant Kumar Goswami	1.60	1.42
Prabir Kumar Datta	1.30	1.26
Amit Chowdhuri	2.12	1.40
Anjan Ghosh	3.22	2.34
Bhramar Kumar Mahanta	0.80	0.90
Raj Kamal Bhuyan	1.40	1.10
<u>Dividends Paid</u>		
Anuradha Farley	0.14	0.14
Bhramar Kumar Mahanta	0.01	0.01
Somnath Chatterjee	7.27	7.27
Tapas Chatterjee	0.00 *	0.00 *

[†] Post-Employment Benefits as above do not include amounts relating to defined benefit gratuity plan as actuarial valuation for gratuity plan is made for the Company as a whole.

*The figure is below the rounding off levels used in the financial statements.

NOTES TO FINANCIAL STATEMENTS (Contd.)

(h) Transactions during the year and Balance at year end with Other Related Parties

Particulars	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs	As at 1st April, 2016 Rs. Lakhs
<u>Purchase of Green Leaf</u>			
Buragohain Tea Company Ltd.	399.78	383.04	–
<u>Receipt of Services</u>			
Barooahs & Associates Pvt. Ltd.	206.56	185.05	–
Assam Tea Brokers Pvt. Ltd.	34.42	34.82	–
<u>Reimbursement of Service Charges</u>			
Assam Tea Brokers Pvt. Ltd.	0.38	0.38	–
<u>Net Balance outstanding at the end of the year [Dr. / (Cr.)]</u>			
Buragohain Tea Company Ltd.	728.37	673.86	536.08
Barooahs & Associates Pvt. Ltd.	513.53	563.59	614.73
Hacienda Properties Pvt. Ltd.	25.47	25.47	25.47
Assam Tea Brokers Pvt. Ltd.	23.14	64.54	65.11

43.3. Disclosure regarding Micro, Small and Medium Enterprises

	Current Year Rs. Lakhs	Previous Year Rs. Lakhs
(a) The principal amount and interest due thereon, if any, remaining unpaid at the end of the period to any supplier who fall within the meaning of Sec 2(n) of the Micro, Small and Medium Enterprises Act, 2006 and who have informed the Company accordingly.		
- Principal	14.94	10.27
- Interest	–	–
b) The amount of interest accrued and remaining unpaid at the end of the period	–	–
c) The amount of interest paid in terms of Sec 16, along with the amount of payment made to the supplier beyond the appointed day during the period.	–	–
- Principal	–	–
- Interest	–	–
d) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the Micro and Small Enterprises.	–	–



NOTES TO FINANCIAL STATEMENTS (Contd.)

43.4. Details of Consumption

Particulars	Current Year		Previous Year	
	Rs. Lakhs	Percentage	Rs. Lakhs	Percentage
Stores & Spares				
- Indigenous	896.87	100.00%	779.23	100.00%
- Imported	–	0.00%	–	0.00%
	Kgs. in Lakhs	Rs. Lakhs	Kgs. in Lakhs	Rs. Lakhs
Raw Materials				
- Green leaf plucked*	156.26	N/A	155.06	N/A
- Green leaf purchased (inclusive of carrying charges)	107.25	2,405.11	98.02	2,039.18

*Value cannot be attributed to green leaf plucked as the same is produced in the Company's Own Tea Estates.

43.5. Contingent Liabilities and Claims Against the Company not acknowledged as Debts

	As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs	As at 1st April, 2016 Rs. Lakhs
- Demand under Excise Duty under appeal	12.62	12.62	12.62
- Assam Agricultural Income Tax demand under appeal	180.54	180.54	131.07
- Demand under Income Tax Act, 1961	15.29	15.29	–

43.6. Events occurring after the Balance Sheet Date

Refer Note No. 42 for the final dividend recommended by the Board of Directors of the Company which is subject to approval of the shareholders in the ensuing Annual General Meeting.

NOTES TO FINANCIAL STATEMENTS (Contd.)

43.7. Assets Pledged as Security

The carrying amounts of assets pledged as security for current and non-current borrowings are:-

	As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs	As at 1st April, 2016 Rs. Lakhs
Current Assets			
Financial Assets			
Trade Receivables (Refer Note No. 13)	94.69	103.23	83.93
Cash and Cash Equivalents (Refer Note No. 14)	60.65	293.92	224.64
Bank Balances Other than Cash & Cash Equivalents (Refer Note No. 15)	5.15	66.34	3.08
Loans (Refer Note No.16)	133.98	121.76	105.05
Other Financial Assets (Refer Note No. 17)	21.20	19.03	20.31
Total Charge on Financial Assets	315.67	604.28	437.01
Non-Financial Assets			
Inventories (Refer Note No. 11)	852.01	1,042.51	743.52
Biological Assets (Other than Bearer Plants) (Refer Note No. 12)	19.71	16.14	12.20
Other Current Assets (Refer Note No.18)	883.37	915.73	752.64
Total Charge on Non-Financial Assets	1,755.09	1,974.38	1,508.36
Total Current Assets Pledged as Security	2,070.76	2,578.66	1,945.37
Non-Current Assets			
Property, Plant & Equipment (Refer Note No. 4)	5,433.24	4,058.43	4,037.08
Total Non-Current Assets Pledged as Security	5,433.24	4,058.43	4,037.08
TOTAL ASSETS PLEDGED AS SECURITY	7,504.00	6,637.09	5,982.45

43.8. Capitalisation of Borrowing Costs

The Company had commenced construction of a new tea manufacturing factory at Sangsua Tea Estate during the financial year 2013-14, which has been completed during the financial year 2017-18 and its cost has accordingly been capitalised. The construction of the factory has been financed by a Term Loan from United Bank of India. The amount of borrowing cost capitalised during the year ended 31st March, 2018 is Rs. 58.41 lakhs (during year ended 31st March, 2017 - Rs. 58.76 lakhs).

43.9 Capital Commitments

Estimated value of contracts on capital account remaining to be executed and not provided for as on 31st March, 2018 – nil (as on 31st March, 2017 – nil; as on 1st April, 2016 - Rs. 152.92 lakhs).



NOTES TO FINANCIAL STATEMENTS (Contd.)

43.10. Fair Value Measurements

Financial Instruments by Category

	As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs	As at 1st April, 2016 Rs. Lakhs
Financial Assets			
<i>Measured at Amortised Cost</i>			
- Investments	0.01	0.01	0.01
- Trade Receivables	94.69	103.23	83.93
- Cash and Cash Equivalents	60.65	293.92	224.64
- Bank Balances other than Cash and Cash Equivalents	46.90	139.64	75.23
- Loans	391.98	379.76	363.05
- Other Financial Assets	189.16	80.85	124.88
	783.39	997.41	871.74
<i>Measured at Fair Value Through OCI</i>			
- Investments	4.95	4.16	3.26
Total Financial Assets	788.34	1,001.57	875.00
Financial Liabilities			
<i>Measured at Amortised Cost</i>			
- Borrowings	3,038.63	3,470.12	2,377.33
- Trade Payables	764.96	887.52	668.34
- Other Financial Liabilities	477.02	481.67	638.53
Total Financial Liabilities	4,280.61	4,839.31	3,684.20

Fair Value Hierarchy for Financial Instruments

The fair value of financial instruments as mentioned above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements). The categories used are as follows :-

- Level 1 : Quoted prices for identical instruments in an active market;
- Level 2 : Directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3 : Inputs which are not based on observable market data.

The fair values of financial assets (other than those measured at fair value through Other Comprehensive Income) and financial liabilities are considered to be equal to the carrying amounts of these items due to their being short term in nature and therefore devoid of any material financing component.

There has been no change in the valuation methodology for Level 3 inputs during the year. The Company has not classified any material financial instruments under Level 3 of the fair value hierarchy.

NOTES TO FINANCIAL STATEMENTS (Contd.)

There were no transfers between Level 1 and Level 2 during the year. The following table presents the fair value hierarchy of financial assets and liabilities measured at fair value on a recurring basis:-

Particulars	Fair Value Hierarchy (Level)	Fair Value		
		As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs	As at 1st April, 2016 Rs. Lakhs
Financial Assets				
<i>Measured at Fair Value Through OCI</i>				
- Investment in Quoted Equity Instruments	1	1.39	1.26	1.08
- Investment in Unquoted Equity Instruments	3	3.56	2.90	2.18

For investments in unquoted equity instruments book value per share, as calculated from the latest available financial statements of such unlisted companies, is considered as fair value of such investments. Discounted Cash Flow technique has not been used since a reliable forecast of cash flow of such companies could not be arrived at.

Fair Value Hierarchy for Biological Assets (Other than Bearer Plants)

The following table presents the fair value hierarchy of Biological Assets (Other than Bearer Plants) for which fair value less cost to sell have been disclosed in the financial statements:-

Particulars	Fair Value Hierarchy (Level)	Fair Value less cost to sell		
		As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs	As at 1st April, 2016 Rs. Lakhs
Biological Assets (Other than Bearer Plants)				
Unplucked Tea Leaves on Bush	2	19.71	16.14	12.20

43.11. Financial Risk Management

The Company's principal financial liabilities comprise of borrowings, trade payables and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade receivables and cash & bank balances. The Company also holds FVTOCI Investments.

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company focuses on a system-based approach to business risk management. Its financial risk management process seeks to enable the timely identification, evaluation and effective management of key risk areas facing the business.

a. Market Risk

i. Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign currency exchange rates.

NOTES TO FINANCIAL STATEMENTS (Contd.)

The Company has operated only in the domestic market and did not undertake any transactions in foreign currency during the periods covered by this financial statement. As such, the Company did not have any foreign currency risk for the reported periods.

ii. Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows from a financial instrument will fluctuate because of changes in market interest rates.

The Company's main interest rate risk arises from short term and long term borrowings with variable interest rate. The exposure of the Company's financial assets and liabilities as at 31st March 2018, 31st March 2017 and 1st April 2016 to interest rate risk are as follows:-

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	Fixed Rate Rs. Lakhs	Floating Rate Rs. Lakhs	Fixed Rate Rs. Lakhs	Floating Rate Rs. Lakhs	Fixed Rate Rs. Lakhs	Floating Rate Rs. Lakhs
Financial Assets	455.41	-	442.94	-	423.66	-
Financial Liabilities	-	3,297.63	4.18	3,713.53	9.74	2,753.15
Total	455.41	3,297.63	447.12	3,713.53	433.40	2,753.15

Increase / decrease of 50 basis points in interest rates (keeping all other variables constant) as at the balance sheet date would result in an impact (decrease / increase in case of net income) of Rs. 16.41 lakhs and Rs. 15.12 lakhs on profit before tax for the year ended 31st March, 2018 and 31st March, 2017 respectively.

b. Credit Risk

Credit risk is the risk of financial loss arising from default / failure by the counterparty to meet financial obligations as per the terms of contract. The Company is exposed to credit risk for trade receivables and loans. None of the financial instruments of the Company result in material concentration of credit risks.

Credit risk on receivables is minimum since sales through different modes (e.g. auction sales, private sales) are made after judging the credit worthiness of the customers or receiving advance payment. The history of defaults has been minimal and outstanding trade receivables are monitored on a regular basis. For credit risk on the loans to various parties, including its subsidiary, the Company does not expect any material risk on account of non-performance by any of the parties.

c. Liquidity Risk

Liquidity risk refers to the risk that the Company may fail to honour its financial obligations in accordance with terms of contract. To mitigate such liquidity risk the Company maintains sufficient balance of cash and cash equivalents together with availability of funds through an adequate amount of committed credit facilities to meet its obligations when due. The table below provides the details regarding the remaining contractual maturities of significant financial liabilities as on the reporting date:-

NOTES TO FINANCIAL STATEMENTS (Contd.)

Particulars	Carrying Amount Rs. Lakhs	Maturity less than 1 year Rs. Lakhs	Maturity more than 1 year Rs. Lakhs
As at 1st April, 2016			
Borrowings	2,377.33	1,839.74	537.59
Trade Payables	668.34	668.34	-
Other Financial Liabilities	638.53	638.53	-
Total	3,684.20	3,146.61	537.59
As at 31st March, 2017			
Borrowings	3,470.12	3,009.85	460.27
Trade Payables	887.52	887.52	-
Other Financial Liabilities	481.67	481.67	-
Total	4,839.31	4,379.04	460.27
As at 31st March, 2018			
Borrowings	3,038.63	2,841.43	197.20
Trade Payables	764.96	764.96	-
Other Financial Liabilities	477.02	477.02	-
Total	4,280.61	4,083.41	197.20

d. Agricultural Risk

The Company is mainly engaged in the business of cultivation and manufacturing of tea. Cultivation of tea being an agricultural activity, there are certain specific financial risks. These financial risks arise mainly due to adverse weather conditions and logistic problems inherent to remote areas. The Company manages the above financial risks in the following manner:-

- Sufficient inventory levels of agro chemicals, fertilizers and other inputs are maintained so that timely corrective action can be taken in case of adverse weather conditions.
- Slightly higher level of consumable stores viz. packing materials and HSD are maintained in order to mitigate financial risk arising from logistic problems.
- Sufficient working capital facility is obtained from banks in such a way that cultivation, manufacture and sale of made tea is not adversely affected even in times of adverse conditions.

43.12. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves. The primary objective of the Company is to maximise shareholders' value.

The Company manages its capital structure and makes adjustments in the light of the changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

In order to achieve the overall objective as elicited above, the Company's capital management among other things, aims to ensure that it meets the financial covenants attached to interest bearing loans and borrowings that define the capital structure requirements. There have been no breaches in the financial covenants of any interest bearing loans and borrowings in the reported periods.

NOTES TO FINANCIAL STATEMENTS (Contd.)

No changes were made in the objectives, policies or processes for managing capital during the year ended 31st March, 2018 and 31st March, 2017.

43.13. Reconciliation of Tax Expense and Accounting Profit multiplied by Tax Rate

Particulars	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Profit / (Loss) Before Tax	779.41	461.41
Tax at an average rate	243.37	144.08
<u>Tax Effects of amounts which are not deductible / (taxable) in calculating taxable income :-</u>		
- Corporate Social Responsibility Activities	4.85	6.74
- Replanting Expenses	(54.14)	(58.09)
- Other Items	(19.54)	28.87
Total Tax Expenses	174.54	121.60

43.14. Operating Segments

The Company has only one business segment; that of manufacturing and selling of black tea. Segment information has been provided in the consolidated financial statements which are presented in the same financial report in accordance with *Ind AS 108, Operating Segments*.

43.15. Comparability of Other Current Assets and Other Current Liabilities

Consequent to introduction of Goods and Service Tax during the financial year 2017-18, inter-state stock transfer of goods has become taxable with availability of input tax credit. As a result, movement in the figures of Other Current Assets and Other Current Liabilities is not comparable with that of earlier periods.

43.16. Details of Replanting & Replacement

During the year ended 31st March, 2018 Rs. 173.50 lakhs has been incurred on account of Replanting & Replacement of tea bushes (during the year ended 31st March, 2017 Rs.185.88 lakhs) out of which Rs. 9.78 lakhs has been charged off to the Statement of Profit and Loss as expense (during the year ended 31st March, 2017 Rs. 10.19 lakhs).

43.17. Value of Green Leaf Produced in the Company's Own Tea Estates

Value of green leaf produced in the Company's own tea estates is not ascertainable. However, cost of materials consumed represents only cost of green leaf purchased from other tea growers.

43.18. Donation to Political Parties

During the year ended 31st March, 2018 donation to political parties is Rs. Nil (during the year ended 31st March, 2017 Rs. 10.00 lakhs each to Indian National Congress Party and Bharatiya Janata Party).

43.19. Loans, Advances, Trade & Other Receivables

No loans, advances, trade or other receivables were due from directors or other officers of the company either severally or jointly with any other person, except as has been disclosed. Nor were any loans, advances, trade or other receivables due from firms or private companies respectively in which any director is a partner, a director or a member, except as has been disclosed.

NOTES TO FINANCIAL STATEMENTS (Contd.)

43.20. Details of Corporate Social Responsibility Expenditure

Particulars	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Amount required to be spent by the Company during the year	15.52	21.28
Amount spent during the year by the Company for:-		
(i) Construction / Acquisition of any asset:-		
(a) In Cash	-	-
(b) Yet to be paid in cash	-	-
	-	-
(ii) Purposes other than (i) above:-		
(a) In Cash	15.64	21.57
(b) Yet to be paid in cash	-	-
	15.64	21.57
Total Amount Spent [(i) + (ii)]	15.64	21.57

43.21. Details of Payment to Auditor

Particulars	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
As Auditor:-		
Audit Fees	2.75	2.47
Tax Audit Fees	1.10	0.98
In other capacity:-		
Certification Fees	2.20	1.61
Total	6.05	5.06*

*Previous year figures are inclusive of Service Tax.

43.22. Market Value of Equity Shares held in Subsidiary

The shares of B & A Packaging India Ltd. have been thinly traded in the Stock Exchange from the financial year 2002 onwards till date and therefore valuation as certified by the company's auditor has been taken as market value of these shares.



NOTES TO FINANCIAL STATEMENTS (Contd.)

43.23. Repayment Schedule for Term Loan from United Bank of India

Due Date	Rs. in lakhs	Due Date	Rs. in lakhs
30/09/2016	90.00	31/03/2019	75.00
31/03/2017	90.00	30/06/2019	55.00
30/06/2017	30.00	30/09/2019	100.00
30/09/2017	91.50	31/12/2019	55.00
31/12/2017	30.00	31/03/2020	100.00
31/03/2018	91.50	30/06/2020	55.00
30/06/2018	55.00	31/12/2020	55.00
30/09/2018	75.00	30/06/2021	55.00
31/12/2018	55.00	31/12/2021	55.00

43.24. Previous years figures have been regrouped and rearranged wherever considered necessary.

Signatures to Notes 1 to 43

For **GHOSAL, BASU & RAY**

Chartered Accountants

FRN:315080E

Prasun Kr. Basu

Partner

Membership No. 016178

Place :Kolkata

Date : 21st May, 2018

For **B&A LIMITED**

Somnath Chatterjee

Managing Director

Anjan Ghosh

Director

Anuradha Farley

Chairman

Tapas Chatterjee
Chief Financial Officer

Debdip Chowdhury
Company Secretary

INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To

The Members of **B & A LIMITED**

Report on the Consolidated Indian Accounting Standards (Ind AS) Financial Statements

We have audited the accompanying Consolidated Ind AS Financial Statements of B & A Limited ("the Company") and its subsidiary (the Company and its subsidiary constitute "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Ind AS Financial Statements")

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these Consolidated Ind AS Financial Statements on the basis of separate financial statements in terms of requirement of the Companies Act, 2013, that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated cash flows and consolidated changes in equity of the Group including its subsidiary in accordance with accounting principles generally accepted in India including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rule 2015 (as amended) under section 133 of the Companies Act 2013. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Ind AS Financial Statements. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 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 judgements 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 of the Consolidated Ind AS Financial Statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these Consolidated Ind AS Financial Statements based on our audit. While conducting the audit, we have taken into account the provisions of the Companies Act, 2013 and the Rules made there under including the accounting standards and matters which are required to be included in the audit report.

We conducted our audit in accordance with the Standards on Auditing specified under 143(10) of the Companies Act, 2013 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Ind AS Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Consolidated Ind AS Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Ind AS 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 and presentation of the Consolidated Ind AS 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 accounting policies used and reasonableness of the accounting estimates made by Holding Company's Board of Directors, as well as evaluating the overall presentation of the Consolidated Ind AS 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 Consolidated Ind AS Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of our reports on the Ind AS Financial Statements of the subsidiary, the Consolidated Ind AS Financial Statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Ind AS Balance Sheet, of the state of affairs of the Group as at March 31, 2018;
- (b) in the case of the Consolidated Ind AS Statement of Profit and Loss indicating total comprehensive income (comprising of consolidated Profit and consolidated other comprehensive income), for the year ended on that date; and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flows for the year ended on that date.
- (d) Consolidated Statement of Changes in Equity for the year ended on that date.

Our opinion on whether the Company has adequate internal financial controls system in place and whether such controls are operating effectively, as required under section 143(3)(i) of the Companies Act, 2013, is given in the Annexure A to this report.

Other Matter

The comparative financial information of the Holding Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 included in these Consolidated Ind AS Financial Statements, are based on the previously issued Financial Statements for the years ended March 31, 2017 and March 31, 2016 respectively, prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) which were audited by us and on which we expressed an unmodified opinion dated May 27, 2017 and May 28, 2016 respectively; and in case of subsidiary company which have been audited by other auditors vide their reports dated May 26, 2017 and May 27, 2016 respectively on which we have placed our reliance. The adjustments to those Consolidated

Financial Statements for the differences in accounting principles adopted by the Holding Company on transition to the Ind AS have been audited by us.

Our opinion is not qualified in respect of these matters.

Report on Other Legal and Regulatory Requirements

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 Ind AS Financial Statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind AS Financial Statements prepared by Holding Company and its Subsidiary have been maintained.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained by Holding Company and Subsidiary Company for the purpose of preparation of the Consolidated Ind AS Financial Statements.
- (d) In our opinion, the aforesaid Consolidated Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended).
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2018 taken on record by the Board of Directors of the Holding Company and the audit report of its Subsidiary Company, incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2018 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 control over financial reporting of the Holding Company and its Subsidiary Company incorporated in India and operating effectiveness of such controls, refer to our separate report in Annexure A.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) the Holding Company and Subsidiary Company has disclosed liabilities of a contingent nature and claims not acknowledged by it (refer Note 43.5) in Consolidated Ind AS Financial Statement, the quantum of which, however, are in our opinion, not such as would impact the financial position of the Company.
 - (ii) the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses, and
 - (iii) there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended March 31, 2018. Based on the audit report of the Subsidiary, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by it during the year ended March 31, 2018.

For **Ghosal, Basu & Ray**
Chartered Accountants
(Firm Regn. No. : 315080E)

Prasun Kr. Basu
Partner
(Membership No. 016178)

Place : Kolkata,
Date : 21st May, 2018

[ANNEXURE A TO INDEPENDENT AUDITOR'S REPORT DATED 21 MAY, 2018]

[Referred to in the Independent Auditors' Report of even date to the members of B & A Limited on the Consolidated Ind AS Financial Statements as at and for the year ended 31 March, 2018]

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

In conjunction with our audit of the Consolidated Ind AS Financial Statements of the Company as at and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of B & A Limited (hereinafter referred to as "the Holding Company") and its subsidiary company which is a company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its Subsidiary Company, which is a company 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 (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective 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.

Auditor's 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 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 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 Consolidated Ind AS Financial Statements, whether due to fraud or error. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's and its Subsidiary Company, incorporated in India, 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 Consolidated Ind AS 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 Consolidated Ind AS 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 Consolidated Ind AS 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

Place : Kolkata,
Date : 21st May, 2018

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 and its Subsidiary Company which is a company incorporated in India, have, 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, 2018, 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 Matters

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 in so far as it relates to the one subsidiary company, which is a company incorporated in India, is based on the corresponding reports of the auditors of such company incorporated in India. Our opinion is not qualified in respect of this matter.

For **Ghosal, Basu & Ray**
Chartered Accountants
(Firm Regn. No. : 315080E)

Prasun Kr. Basu
Partner
(Membership No. 016178)

CONSOLIDATED BALANCE SHEET

as at 31st March, 2018

	Note No	31st March 2018 Rs. Lakhs	31st March 2017 Rs. Lakhs	1st April 2016 Rs. Lakhs
ASSETS				
Non-Current Assets				
Property, Plant & Equipment	4	7,688.31	6,380.33	6,363.76
Capital Work-in-Progress		1,074.42	2,030.97	1,591.89
Goodwill on Consolidation	5	66.38	66.38	66.38
Intangible Assets (Other than Goodwill)	6	47.46	23.32	27.18
Intangibles under Development		13.28	39.21	36.21
Financial Assets :-				
(i) Investments	7	4.96	4.17	3.27
(ii) Other Financial Assets	8	167.96	61.82	104.57
Other Non-Current Assets	9	1,575.82	1,471.90	1,330.14
		10,638.59	10,078.10	9,523.40
Current Assets				
Inventories	10	2,649.70	2,277.32	1,658.32
Biological Assets (Other than Bearer Plants)	11	19.71	16.14	12.20
Financial Assets :-				
(i) Trade Receivables	12	1,467.70	1,152.56	1,152.56
(ii) Cash and Cash Equivalents	13	125.68	321.57	275.68
(iii) Bank Balances other than (ii) above	14	188.74	228.55	129.29
(iv) Loans	15	138.03	125.21	107.42
(v) Other Financial Assets	16	17.96	14.34	15.09
Other Current Assets	17	1,080.93	1,017.91	846.82
		5,688.45	5,153.60	4,197.38
TOTAL ASSETS		16,327.04	15,231.70	13,720.78
EQUITY AND LIABILITIES				
Equity				
Equity Share Capital	18	310.00	310.00	310.00
Other Equity	19	6,652.57	5,860.28	5,472.18
Equity Attributable to Owners of the Parent		6,962.57	6,170.28	5,782.18
Non-Controlling Interest		688.52	562.51	465.89
Total Equity		7,651.09	6,732.79	6,248.07
Liabilities				
<i>Non-Current Liabilities</i>				
Financial Liabilities :-				
(i) Borrowings	20	240.90	485.07	552.06
Provisions	21	1,012.65	974.54	775.93
Deferred Tax Liabilities (Net)	22	327.44	328.87	362.54
Other Non-Current Liabilities	23	41.52	42.08	27.06
		1,622.51	1,830.56	1,717.59
<i>Current Liabilities</i>				
Financial Liabilities :-				
(i) Borrowings	24	3,689.58	3,886.78	2,747.51
(ii) Trade Payables	25	1,892.25	1,518.62	1,171.14
(iii) Other Financial Liabilities	26	635.99	602.78	849.92
Other Current Liabilities	27	449.90	427.49	672.31
Provisions	28	118.39	105.83	128.04
Current Tax Liabilities (Net)	29	267.33	126.85	186.20
		7,053.44	6,668.35	5,755.12
Total Liabilities		8,675.95	8,498.91	7,472.71
TOTAL EQUITY AND LIABILITIES		16,327.04	15,231.70	13,720.78

Significant Accounting Policies, Critical Estimates and Judgements and First Time Adoption of Ind ASs: Notes 1, 2 & 3 respectively. The accompanying notes 1 to 43 are an integral part of the Consolidated Financial Statements.

This is the Consolidated Balance Sheet referred to in our Report of even date.

For **GHOSAL, BASU & RAY**

Chartered Accountants

FRN:315080E

Prasun Kr. Basu

Partner

Membership No. 016178

Place : Kolkata

Date : 21st May, 2018

For **B&A LIMITED****Somnath Chatterjee**

Managing Director

Anjan Ghosh

Director

Anuradha Farley

Chairman

Tapas Chatterjee
Chief Financial Officer**Debdip Chowdhury**
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31st March, 2018

	Note No	For the year ended	For the year ended
		31st March, 2018	31st March, 2017
		Rs. Lakhs	Rs. Lakhs
I. Revenue from Operations	30	19,089.50	16,103.85
II. Other Income	31	73.15	101.90
III. Total Income [I + II]		19,162.65	16,205.75
IV. Expenses			
Cost of Materials Consumed	32	6,817.78	5,504.70
Change in Inventories of Finished Goods and Work-in-Progress	33	178.45	(398.83)
Excise Duty		174.43	548.74
Employee Benefit Expenses	34	5,467.21	4,870.58
Finance Costs	35	505.63	476.67
Depreciation and Amortization Expenses	36	388.54	372.40
Other Expenses	37	4,110.48	3,838.28
Total Expenses [IV]		17,642.52	15,212.54
V. Profit / (Loss) before tax [III - IV]		1,520.13	993.21
VI. Tax Expenses:	38		
Current Tax		(442.00)	(290.29)
Deferred Tax		(10.96)	(4.60)
Total Tax Expense [VI]		(452.96)	(294.89)
VII. Profit / (Loss) for the year [V - VI]		1,067.17	698.32
Add / (Less) :- Stock Reserve		(2.45)	(3.43)
Total Profit / (Loss) for the year [VII]		1,064.72	694.89
VIII. Other Comprehensive Income	39		
(i) Items that will not be reclassified to profit or loss		(38.42)	(124.43)
(ii) Income tax relating to items that will not be reclassified to profit or loss		12.39	38.27
Total Other Comprehensive Income for the year, net of taxes [VIII]		(26.03)	(86.16)
IX. Total Comprehensive Income for the year [VII + VIII]		1,038.69	608.73
Attributable to :-			
Owners of the Parent		904.22	503.65
Non-Controlling Interest		134.47	105.08
Out of Total Comprehensive Income as above,			
Profit / (Loss) for the year attributable to :-			
Owners of the Parent		928.68	588.26
Non-Controlling Interest		136.04	106.63
Other Comprehensive Income for the year attributable to :-			
Owners of the Parent		(24.46)	(84.61)
Non-Controlling Interest		(1.57)	(1.55)
X. Earnings per equity share (Basic & Diluted) (in Rs.)	40	29.96	18.98

Significant Accounting Policies, Critical Estimates and Judgements and First Time Adoption of Ind ASs : Notes 1, 2 & 3 respectively.

The accompanying notes 1 to 43 are an integral part of the Consolidated Financial Statements.

This is the Consolidated Statement of Profit and Loss referred to in our report of even date.

For **GHOSAL, BASU & RAY**

Chartered Accountants
FRN:315080E

Prasun Kr. Basu

Partner

Membership No. 016178

Place : Kolkata

Date : 21st May, 2018

For **B&A LIMITED**

Somnath Chatterjee

Managing Director

Anjan Ghosh

Director

Tapas Chatterjee

Chief Financial Officer

Anuradha Farley

Chairman

Debdip Chowdhury

Company Secretary

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31st March, 2018

A. Equity Share Capital

(Rs. Lakhs)

	Balance at the beginning of the reporting period	Changes in Equity Share Capital during the period	Balance at the end of the reporting period
For the year ended 31st March, 2017	310.00	-	310.00
For the year ended 31st March, 2018	310.00	-	310.00

B. Other Equity

(Rs. Lakhs)

	Reserves & Surplus				Items of Other Comprehensive Income FVTOCI Reserve	Attributable to Owners of the Parent	Attributable to Non-Controlling Interest	Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings				
Balance as at 1st April, 2016 <i>(Refer Note 3.3 for reconciliation of other Equity)</i>	126.26	1,001.50	300.74	4,043.68	-	5,472.18	465.89	5,938.07
Profit for the year ended 31st March, 2017 <i>(Refer Note 3.5 for reconciliation of Profit)</i>	-	-	-	588.26	-	588.26	106.63	694.89
Other Comprehensive Income for the year ended 31st March, 2017 <i>(Refer Note 39)</i>	-	-	-	(85.51)	0.90	(84.61)	(1.55)	(86.16)
Total Comprehensive Income for the year ended 31st March, 2017	-	-	-	502.75	0.90	503.65	105.08	608.73
Dividends paid during the year ended 31st March, 2017 <i>(Refer Note 41)</i>	-	-	-	(93.00)	-	(93.00)	(7.03)	(100.03)
Dividend Distribution Tax on Dividends paid during the year ended 31st March, 2017 <i>(Refer Note 41)</i>	-	-	-	(22.55)	-	(22.55)	(1.43)	(23.98)
Balance as at 31st March, 2017 <i>(Refer Note 3.4 for reconciliation of Other Equity)</i>	126.26	1,001.50	300.74	4,430.88	0.90	5,860.28	562.51	6,422.79
Profit for the year ended 31st March, 2018	-	-	-	928.68	-	928.68	136.04	1,064.72
Other Comprehensive Income for the year ended 31st March, 2018 <i>(Refer Note 39)</i>	-	-	-	(25.25)	0.79	(24.46)	(1.57)	(26.03)
Total Comprehensive Income for the year ended 31st March, 2018	-	-	-	903.43	0.79	904.22	134.47	1,038.69

(Contd.)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Contd.)

for the year ended 31st March, 2018

B. Other Equity

(Rs. Lakhs)

	Reserves & Surplus				Items of Other Comprehensive Income	Attributable to Owners of the Parent	Attributable to Non-Controlling Interest	Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	FVTOCI Reserve			
Dividends paid during the year ended 31st March, 2018 (Refer Note 41)	-	-	-	(93.00)	-	(93.00)	(7.03)	(100.03)
Dividend Distribution Tax on Dividends paid during the year ended 31st March, 2018 (Refer Note 41)	-	-	-	(18.93)	-	(18.93)	(1.43)	(20.36)
Balance as at 31st March, 2018	126.26	1,001.50	300.74	5,222.38	1.69	6,652.57	688.52	7,341.09

Nature & Purpose of Reserves

Capital Reserve : Represents excess of net assets taken during amalgamation over the cost of consideration paid and profit on forfeited shares of subsidiary.

Securities Premium Reserve : Represents the premium on issue of shares and can be utilised in accordance with the provisions of Companies Act, 2013.

General Reserve : Created by way of appropriation from one component of equity (generally retained earnings) to another, not being an item of Other Comprehensive Income. The same can be utilised by the Company in accordance with the provisions of the Companies Act, 2013.

Retained Earnings : Represents cumulative profits of the Company and effect of remeasurements of defined benefit obligations. The same can be utilised by the Company in accordance with the provisions of the Companies Act, 2013.

FVTOCI Reserve : Fair Value Through Other Comprehensive Income (FVTOCI) Reserve represents cumulative gains / losses arising on the revaluation of Equity Instruments measured at fair value through Other Comprehensive Income, net of amounts reclassified, if any, to Retained Earnings when those instruments are disposed off.

Significant Accounting Policies, Critical Estimates and Judgements and First Time Adoption of Ind ASs: Notes 1, 2 & 3 respectively.

The accompanying notes 1 to 43 are an integral part of the Financial Statements.

This is the Consolidated Statement of Changes in Equity referred to in our Report of even date.

For **GHOSAL, BASU & RAY**

Chartered Accountants

FRN:315080E

Prasun Kr. Basu

Partner

Membership No. 016178

Place : Kolkata

Date : 21st May, 2018

For **B&A LIMITED**

Somnath Chatterjee

Managing Director

Anjan Ghosh

Director

Anuradha Farley

Chairman

Tapas Chatterjee

Chief Financial Officer

Debdip Chowdhury

Company Secretary

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31st March, 2018

	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rs. Lakhs	Rs. Lakhs
A. Cash Flow from Operating Activities		
Profit before Tax (including adjustment for Stock Reserve)	1,517.68	989.78
Adjustments for :-		
Derecognition of Bearer Plants	-	1.70
Depreciation and Amortization Expenses	388.54	372.40
Finance Cost (considered in Financing Activities)	505.63	476.67
(Profit) / Loss on Sale of Property, Plant & Equipment	22.95	24.49
Interest Income (considered in Investing Activities)	(36.37)	(25.34)
Dividend Income (considered in Investing Activities)	(0.03)	(0.03)
Liabilities no longer required written back	(2.38)	(1.40)
Actuarial Gain / (Loss) on defined benefit obligations	(39.21)	(125.33)
	2,356.81	1,712.94
Changes in Operating Assets & Liabilities :-		
(Increase) / Decrease in Inventories	(372.38)	(619.00)
(Increase) / Decrease in Fair Value of Biological Assets (Other than Bearer Plants)	(3.57)	(3.94)
(Increase) / Decrease in Trade Receivables	(315.14)	-
(Increase) / Decrease in Current Loans	(12.82)	(17.79)
(Increase) / Decrease in Current Other Financial Assets	(3.62)	0.75
(Increase) / Decrease in Other Non-Current Assets	(103.92)	(141.76)
(Increase) / Decrease in Other Current Assets	(63.02)	(171.09)
Increase / (Decrease) in Non-Current Provisions	38.11	198.61
Increase / (Decrease) in Other Non-Current Liabilities	(0.56)	15.02
Increase / (Decrease) in Trade Payables	376.01	348.88
Increase / (Decrease) in Current Other Financial Liabilities	33.21	(247.14)
Increase / (Decrease) in Other Current Liabilities	22.41	(244.82)
Increase / (Decrease) in Current Provisions	12.56	(22.21)
	1,964.08	808.45
Less : Income Taxes Paid (Net of Refund, if any)	(301.52)	(349.64)
Cash Generated from / (utilised in) Operating Activities (A)	1,662.56	458.81

(Contd.)

CONSOLIDATED CASH FLOW STATEMENT (Contd.)

for the year ended 31st March, 2018

	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rs. Lakhs	Rs. Lakhs
B. Cash Flow from Investing Activities		
Purchase of Property, Plant & Equipment and Intangible Assets (including changes in CWIP and Intangibles under development)	(761.13)	(853.38)
Interest Income	36.37	25.34
Dividend Income	0.03	0.03
Redemption / (Investment) of / (in) Non-Current Bank Deposits	(106.14)	42.75
Redemption / (Investment) of / (in) Current Bank Deposits	93.67	(62.03)
Cash Generated from / (utilised in) Investing Activities (B)	(737.20)	(847.29)
C. Cash Flow from Financing Activities		
Increase / (Decrease) in Non-Current Borrowings	(244.17)	(66.99)
Finance Cost	(505.63)	(476.67)
Dividend Paid (including dividend to Non-Controlling Interest)	(100.03)	(100.03)
Dividend Distribution Tax paid (including dividend to Non-Controlling Interest)	(20.36)	(23.98)
Amounts paid out of/(deposited in) Unpaid Dividend Bank Accounts	(3.38)	(4.05)
Amounts paid out of/(deposited in) Marginal Deposit Accounts	(50.48)	(33.18)
Cash Generated from / (utilised in) Financing Activities (C)	(924.05)	(704.90)
Net Increase in Cash & Cash Equivalents [(A) + (B) + (C)]	1.31	(1,093.38)
Add: Cash and Cash Equivalents at the beginning of the year <i>(Refer Note Below)</i>	(3,565.21)	(2,471.83)
Cash and Cash Equivalents at the end of the year <i>(Refer Note Below)</i>	(3,563.90)	(3,565.21)
Note:-		
<i>Cash and Cash Equivalent as per Balance Sheet at the beginning of the year</i>	321.57	275.68
<i>Less :- Current Borrowings as per Balance Sheet at the beginning of the year</i>	(3,886.78)	(2,747.51)
Cash and Cash Equivalents at the beginning of the year as per Cash Flow Statement	(3,565.21)	(2,471.83)
<i>Cash and Cash Equivalent as per Balance Sheet at the end of the year</i>	125.68	321.57
<i>Less :- Current Borrowings as per Balance Sheet at the end of the year</i>	(3,689.58)	(3,886.78)
Cash and Cash Equivalents at the end of the year as per Cash Flow Statement	(3,563.90)	(3,565.21)

Significant Accounting Policies, Critical Estimates and Judgements and First Time Adoption of Ind ASs: Notes 1, 2 & 3 respectively. The accompanying notes 1 to 43 are an integral part of the Consolidated Financial Statements. This is the Consolidated Cash Flow Statement referred to in our Report of even date.

For **GHOSAL, BASU & RAY**

Chartered Accountants

FRN:315080E

Prasun Kr. Basu

Partner

Membership No. 016178

Place : Kolkata

Date : 21st May, 2018

For **B&A LIMITED**

Somnath Chatterjee

Managing Director

Anjan Ghosh

Director

Anuradha Farley

Chairman

Tapas Chatterjee
Chief Financial Officer

Debdip Chowdhury
Company Secretary



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 – Significant Accounting Policies

1.1. Statement of Compliance

These consolidated financial statements comply, in all material aspects, with Indian Accounting Standards (Ind ASs) notified under Section 133 of the Companies Act, 2013 (“the Act”). The consolidated financial statements have been prepared in accordance with the relevant presentational requirements of the Act. The Group (which includes B & A Limited, the parent and B & A Packaging India Limited, the subsidiary) has adopted Ind AS from 1st April, 2017 with a transition date of 1st April, 2016.

These consolidated financial statements for the year ended 31st March, 2018 are the first the Group has prepared under Ind AS. For all periods up to and including the year ended 31st March, 2017, consolidated financial statements were prepared as per the previous Generally Accepted Accounting Principles (GAAP), which included the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended from time to time) and other relevant provisions of the Act. The consolidated financial statements for the year ended 31st March, 2017 and the Opening Consolidated Ind AS Balance Sheet as on 1st April, 2016 have been restated in these consolidated financial statements for the purpose of comparability in accordance with *Ind AS 101, “First-time Adoption of Indian Accounting Standards”*. Details of the exceptions and optional exemptions availed by the Group and principal adjustments along with related reconciliations are detailed in Note 3.

1.2. Basis of Preparation

These consolidated financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the consolidated financial statements as well as the Opening Consolidated Ind AS Balance Sheet as at 1st April, 2016 which is the date of transition to Ind AS.

The consolidated financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention, except for the following:-

- a. certain financial assets and liabilities which have been measured at fair value,
- b. biological assets, including unplucked green leaves which have been measured at fair value less cost to sell, if any.
- c. defined employee benefit plans which have been measured at fair value.

All assets and liabilities have been classified as current and non-current as per the Group’s normal operating cycle and other criteria as set out in Division II of Schedule III to the Companies Act, 2013. For the purpose of this classification, the Group has ascertained that the time between acquisition of assets for processing and their realisation in cash and cash equivalents does not exceed 12 months.

1.3. Property, Plant & Equipment

Property, plant & equipment is stated at historical cost net of accumulated depreciation and accumulated impairment loss, if any. Historical cost includes expenditure that are directly attributable to the acquisition of the items, including borrowing costs in case of qualifying assets. Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other expenses for repairs and maintenance are charged to the Consolidated Statement of Profit and Loss during the period in which they are incurred.

Gains or losses arising on retirement or disposal of property, plant & equipment are recognised in the Consolidated Statement of Profit & Loss.

Property, plant & equipment which are not ready for their intended use as on the date of Consolidated Balance Sheet are disclosed as “Capital Work-in-Progress”.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Depreciation is provided under straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 with the following exceptions in case of the parent company:-

- a. buildings are depreciated over a range of 3 to 65 years;
- b. plant & machineries are depreciated over a range of 15 to 35 years;
based on the technical evaluation of useful life.

Depreciation on bearer plants is provided under straight line method based on an estimated useful life of 80 years. Such useful life is estimated by the management based on previous experience. Bearer plants are depreciated from the date they are ready for commercial harvest, pending which they are accounted for under Capital Work-in-Progress.

Freehold land is not depreciated. Leasehold land is also not depreciated as the lease is renewed upon expiry of the lease period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

The residual values and useful lives of property, plant & equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

With the exception of revalued items of property, plants and equipments, dealt with in the following paragraph, the Group, upon first time adoption of Ind ASs, has elected the respective carrying amounts under the previous GAAP as the deemed cost of all other property, plants and equipments as on the date of transition to Ind AS, i.e. 1st April, 2016 in accordance with *Ind AS 101, "First-time Adoption of Indian Accounting Standards"*.

Items of property, plants and equipments that were revalued prior to 1st April, 2016 have been written down to cost less accumulated depreciation and accumulated impairment loss, if any.

1.4. Intangible Assets

Intangible assets comprise of goodwill on consolidation and computer software. Costs associated with maintaining software programmes are recognised as an expense in the period in which they are incurred. Cost of purchased software is recorded as intangible assets and is amortised from the point at which they are put to use. The amortisation is made on a straight line basis over an estimated useful life of 5 years.

1.5. Inventories

Inventories of Store & Spares, Raw Materials and Finished Goods are stated at cost or net realisable value whichever is lower. Cost of Finished Goods comprises of cost of direct material, direct labour and appropriate portion of variable and fixed overhead expenditure. Cost of inventories also includes other costs incurred in bringing the same to their present location. Cost of items of Stores & Spares is determined under weighted average method. Net realisable value is the estimated selling price in the ordinary course of business as reduced by estimated cost to sell. Inventory of Work-in-Progress is valued at a percentage of cost or realisable value whichever is lower.

1.6. Biological Assets (Other than Bearer Plants)

Standing leaves on tea bushes at the end of the reporting period, which are expected to be plucked within the next plucking round, are measured at fair value less cost to sell.

1.7. Deferred Expenditure

It includes costs incurred on nursery plants that are to be used in future other than for new planting and replanting.

1.8. Cash and Cash Equivalents

For the purpose of presentation in the Consolidated Statement of Cash Flows, cash and cash equivalents include cash on hand; balance with banks in current accounts; any remittance in transit and bank overdrafts. Bank overdrafts are shown within borrowings under current liabilities in the Consolidated Balance Sheet.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

1.9. Financial Assets

Initial Recognition and Measurement

Financial assets are recognised when the Group becomes a party to the contractual provisions of a financial instrument. On initial recognition, a financial asset is recognised at fair value along with related transaction costs where such financial assets are not measured at Fair Value Through Profit or Loss (FVTPL). However, where a financial asset is measured at FVTPL on initial recognition, related transaction costs are recognised in the Consolidated Statement of Profit and Loss.

Subsequent Measurement

For subsequent measurement the Group classifies its financial assets into the following categories, based on facts and circumstances:-

- a. Amortised Cost
- b. Fair Value Through Other Comprehensive Income (FVTOCI)
- c. Fair Value Through Profit or Loss (FVTPL)

Reclassification

Financial assets are not reclassified subsequent to their recognition unless the Group changes its business model for managing financial assets in the reporting period.

Impairment

The Group measures the expected credit loss associated with its financial assets based on historical trend, industry practices and the business environment in which the group operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Loss on impairment is recognised in the year in which the impairment becomes certain beyond reasonable doubt.

De-recognition

Financial assets are derecognised when the contractual rights to the cash flows from the financial assets expire, or it transfers the contractual rights to receive the cash flows from the asset, or the Group has not retained control over the financial asset. Therefore, if

the asset is one which is measured at:-

- a. amortised cost, the gain or loss is recognised in the Consolidated Statement of Profit and Loss;
- b. fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are classified to the Consolidated Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is reclassified within equity.

Income Recognition

Interest income is recognised in the Consolidated Statement of Profit and Loss using the effective interest rate method. Dividend income is recognised in the Consolidated Statement of Profit and Loss when the right to receive dividend is established.

Trade Receivables and Loans

Trade receivables and loans are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate method net of any expected credit losses. The effective interest rate is the rate that discounts estimated future cash income through the expected life of a financial instrument.

Debt Instruments

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL) till de-recognition on the basis of (i) the group's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

- (a) *Measured at Amortised Cost* – Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payment of principal and interest, are subsequently measured

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

at amortised cost using the effective interest rate method less impairment, if any. The amortisation of effective interest rate and loss arising from impairment, if any are recognised in the Consolidated Statement of Profit and Loss.

- (b) *Measured at Fair Value Through Other Comprehensive Income (FVTOCI)* – Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payment of principal and interest, are subsequently measured at FVTOCI. Fair value movements are recognised in the Other Comprehensive Income (OCI).
- (c) *Measured at Fair Value Through Profit or Loss (FVTPL)* – A financial asset not classified as either amortised cost or FVTOCI is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income, if any, recognised as ‘other income’ in the Consolidated Statement of Profit or Loss.

Equity Instruments

On transition to Ind AS, the Group has made an irrevocable election to measure all its investments in equity instruments at FVTOCI. Fair value gains or losses are recognised in Other Comprehensive Income. Such fair value gains or losses will not be reclassified to profit or loss.

1.10. Financial Liabilities

Borrowings, trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Any discount or premium on redemption/settlement is recognised in the Consolidated Statement of Profit and Loss as finance cost over the life of the financial liability using effective interest method and adjusted to the liability figure disclosed in the Consolidated Balance Sheet. Financial liabilities are

derecognised when the liability is extinguished i.e. when the contractual obligation is discharged, cancelled and on expiry.

1.11. Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is included in the Consolidated Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

1.12. Impairment of Non-financial Assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Impairment loss, if any, is provided to the extent, the carrying amount of the asset or cash generating unit exceed their recoverable amount.

Recoverable amount is the higher of an asset's net selling price and the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life.

Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exists or have decreased. Such reversals are recognised as an increase in the carrying amount of the assets to the extent it does not exceed the carrying amount that would have been determined (net of depreciation or amortization) had no impairment loss been recognised in previous years.

1.13. Government Grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received, and the Group will comply with the conditions attached.

Government grants relating to income are deferred and recognised in the Consolidated Statement of Profit and Loss over the period necessary to match them with the cost that they are intended to compensate and



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

presented within other non-operating income.

Government grants relating to the acquisition or construction of property, plant & equipment are included in the Consolidated Balance Sheet as deferred income and recognised as income in the Consolidated Statement of Profit and Loss over the useful life of the related item of property, plant & equipment and presented within other non-operating income.

1.14. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Consolidated Balance Sheet date.

If the effect of time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to passage of time is recognised as finance cost.

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

Contingent assets are not recognised but disclosed when an inflow of economic benefits is probable.

1.15. Claims not acknowledged as Debts

Claims against the Group not acknowledged as debts are disclosed after a careful evaluation of the facts and legal aspects of the matter involved.

1.16. Dividends

Interim dividend is recognised in the period in which it is approved by the Board of Directors and final dividend in the period in which it is approved by the Shareholders.

1.17. Income Taxes

Income tax expense for the year comprises of current tax and deferred tax. Current tax is the expected tax payable on the taxable income for the year using the applicable tax rates and any adjustment to taxes in respect of previous years. Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets or liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the assets and liabilities on a net basis. Deferred tax assets and liabilities are set off when there is a legally enforceable right to set off current tax assets against current tax liabilities; and deferred tax assets and the deferred tax liabilities relate to taxes levied by the same taxation authority.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

1.18. Employee Benefits

Short Term Employee Benefits

These are recognised at the undiscounted amount as expense for the year in which the related service is rendered.

Post-Employment Benefit Plans

The Group makes defined contributions to a provident fund scheme, which is recognised as expense.

The cost of providing benefits under the Group's defined benefit gratuity plan is calculated by independent actuary using the projected unit credit method. Service costs and interest expense are reflected in the Consolidated Statement of Profit and Loss. Actuarial gains or losses are recognised in full under Other Comprehensive Income.

1.19. Revenue Recognition

Revenue from sale of goods is recognised when

- all the significant risks and rewards of ownership in the goods are transferred to the buyer,
- there is no continuing managerial involvement with the goods,
- the amount of revenue can be measured reliably and
- it is probable that future economic benefits will flow to the Group.

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of goods and service tax and sales returns.

Revenue from financial assets has been dealt with in Note 1.9.

1.20. Foreign Currencies

The financial statements are presented in Indian Rupees (Rs.), the functional currency of the Group (i.e. the currency of the primary economic environment in which the group operates).

Foreign currency transactions are translated into the functional currency using exchange

rates at the date of the transaction. Foreign exchange gains and losses from settlement of these transactions and from translation of monetary assets and liabilities at the reporting date exchange rates are recognised in the Consolidated Statement of Profit and Loss.

Foreign currency non-monetary items carried in terms of historical cost are reported using the exchange rate at the date of the transactions.

1.21. Borrowing Costs

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to the Consolidated Statement of Profit and Loss.

1.22. Research and Development

Contribution to Tea Research Association is charged to revenue.

1.23. Earnings per Share

Basic earnings per share is computed by dividing:-

- the profit / loss attributable to the owners of the parent
- by the weighted average number of equity shares outstanding during the financial year.

Diluted earnings per share adjusts the figures used in determination of basic earnings per share to take into account:-

- the after-income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

1.24. Basis of Consolidation

The Group combines the financial statements of the parent and the subsidiary line by line adding together like items of assets, liabilities, equity, income and expenses. Inter-company transactions, balances and unrealised gains on transactions between Group are



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred assets. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of the subsidiary are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Consolidated Balance Sheet respectively.

1.25. Rounding Off

All amounts disclosed in the Consolidated Ind AS Financial Statements and notes have been rounded off to the nearest lakhs or decimals thereof as per the requirement of Division II of Schedule III to the Companies Act, 2013, unless otherwise stated.

Note 2 – Critical Estimates and Judgements

The areas involving critical estimates and judgements are:-

- **Taxation**

The Group is also engaged in agricultural activities and is also subject to tax liability under Minimum Alternate Tax (MAT) provisions of the Income Tax Act, 1961 and Assam Agricultural Income Tax Act, 1939. Significant judgement is involved in determining the tax liability for the Company. Further, there are many transactions and calculations during the ordinary course of business for which the ultimate tax determination is uncertain. Further judgement is involved in determining the deferred tax position on the balance sheet date.

- **Depreciation and amortisation**

Depreciation and amortisation is based on management estimates of the future useful lives of the property, plant and equipment and intangible assets. Estimates may change due to technological developments, competition, changes in market conditions and other factors and may result in changes in the estimated

useful life and in the depreciation and amortisation charges.

- **Actuarial Valuation for Employee Benefits**

The determination of Group's liability towards defined benefit obligation to employees on account of gratuity is made through independent actuarial valuation including determination of amounts to be recognised in the Consolidated Statement of Profit and Loss and in Other Comprehensive Income. Such valuation depends upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors. Information about such valuation is provided in notes to the financial statements.

- **Provisions and Contingencies**

Provisions and contingencies are based on Group Management's best estimate of the liabilities based on the facts known at the balance sheet date.

- **Fair Value of Biological Assets**

The fair value of biological assets is determined based on recent transactions entered into with third parties or available market price.

Note 3 – First Time Adoption of Indian Accounting Standards (Ind ASs)

The adoption of Ind ASs has been carried out in accordance with *Ind AS 101, First-time Adoption of Indian Accounting Standards*. This standard requires that all Ind ASs and interpretations that are issued and effective for the first Consolidated Ind AS financial statements be applied retrospectively and consistently for all financial years presented. Accordingly, the Group has prepared consolidated financial statements which comply with Ind ASs for the year ended 31st March, 2018, together with the comparative information as at and for the year ended 31st March, 2017 and the Opening Consolidated Ind AS Balance Sheet as at 1st April, 2016 (the date of transition to Ind ASs).

In preparing these Consolidated Ind AS financial statements, the Group has availed certain exemptions and exceptions in accordance with *Ind AS 101, First-time Adoption of Indian Accounting Standards*, as explained below. The difference between the carrying

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

amounts of assets and liabilities in the consolidated financial statements as at the transition date under Ind AS and previous GAAP have been recognised directly in equity. This note explains the adjustments made by the Group in restating its consolidated financial statements prepared under previous GAAP viz. the Consolidated Balance Sheet as at 1st April, 2016 and the consolidated financial statements as at and for the year ended 31st March, 2017.

3.1. Optional Exemptions from Retrospective Application

● Business Combinations

Ind AS 101 provides the option to apply *Ind AS 103, Business Combinations* prospectively from the transition date or from a specific date prior to the transition date. This provides relief from full retrospective application that would require restatement of all business combinations prior to the transition date. The Group has elected to apply Ind AS 103 prospectively to business combinations occurring after its transition date. Business combinations occurring prior to the transition date have not been restated.

● Deemed Cost

Ind AS 101 permits a first-time adopter to elect and continue with the carrying value of all its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind ASs, measured as per the requirements of the previous GAAP and use that as deemed cost as at the date of transition after making necessary adjustments for decommissioning liabilities. This exemption can also be used for intangible assets covered by *Ind AS 38, Intangible Assets*. The Group has accordingly elected to measure all its property, plant & equipment and intangible assets at their previous GAAP carrying value (*with one exception discussed below**). The Group does not have decommissioning liabilities as on the date of transition and accordingly no adjustment have been made for the same.

**Under the previous GAAP, the Group had in the financial year 2016-17 elected to follow the cost model for all its property, plant & equipment as per*

“Accounting Standard 10, Property, Plant & Equipment.” Accordingly, as per the requirements of that standard, the revalued assets were written down to their cost less accumulated depreciation and impairment loss, if any in that year. As such the revaluation reserve outstanding as on 1st April, 2016 was written back against the respective items of property, plant & equipment. The Group’s management elects to continue with such written down balance of property, plant & equipment to the Consolidated Ind AS Financial Statements.

● Investment in Equity Instruments

Ind AS 101 allows a first-time adopter the option to designate investment in equity instruments at FVTOCI on the basis of the facts and circumstances at the date of transition to Ind AS. The Group has elected to apply this exemption for its investments in equity instruments. However, income tax effect on fair value changes is not recognised since it will lead to recognition of deferred tax items which may never reverse since the Group does not intend to sell these.

3.2. Mandatory Exceptions from Retrospective Application

● Estimates

As per Ind AS 101, an entity’s estimates in accordance with Ind AS at the date of transition or at the end of the comparative period presented in the entity’s first Consolidated Ind AS financial statements, as the case may be, should be consistent with the estimates made for the same date in accordance with the previous GAAP unless there is objective evidence that those estimates were in error. However, the estimates should be adjusted to reflect any differences in accounting policies.

As per Ind AS 101, where application of Ind AS requires an entity to make certain estimates that were not required under the previous GAAP, those estimates should be made to reflect conditions that existed at the date of transition (for preparing Consolidated Opening Ind AS Balance Sheet) or at the end of the comparative period (for presenting comparative information as per Ind AS). The Group’s estimates under Ind AS are consistent with the above requirements. Key estimates



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

considered in the preparation of these financial statements that were not required under the previous GAAP are listed below:-

- Biological assets measured at fair value less cost to sell and
- Investment in equity instruments carried at FVTOCI.

- **Classification and Measurement of Financial Assets**

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of facts and circumstances that existed at the date of transition to Ind AS.

- **De-recognition of Financial Assets and Liabilities**

As per Ind AS 101, an entity should apply the de-recognition requirements in *Ind AS 109, Financial Instruments*, prospectively for transactions occurring on or after the date of transition. However, an entity may apply the de-recognition requirements retrospectively from a date chosen by it if the information needed to apply Ind AS 109 to financial assets and liabilities de-recognised as a result of past transactions was obtained at the time of initial accounting of those transaction. The Group has elected to apply such de-recognition principles prospectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

3.3. Reconciliation of Equity as on 1st April, 2016 as per Ind AS with Previous GAAP

Particulars	Note 3.6.	Previous GAAP* Rs. Lakhs	Ind AS Adjustments Rs. Lakhs	Ind AS Rs. Lakhs
ASSETS				
Non-Current Assets				
Property, Plant & Equipment	(a)	10,110.45	(3,746.69)	6,363.76
Capital Work-in-Progress	(b)	854.79	737.10	1,591.89
Goodwill on Consolidation		66.38	-	66.38
Intangible Assets (Other than Goodwill)		27.18	-	27.18
Intangibles under Development		36.21	-	36.21
Financial Assets :-				
i. Investments	(c)	4.89	(1.62)	3.27
ii. Other Financial Assets		104.57	-	104.57
Other Non-Current Assets		1,330.14	-	1,330.14
		12,534.61	(3,011.21)	9,523.40
Current Assets				
Inventories	(d)	1,620.28	38.04	1,658.32
Biological Assets (Other than Bearer Plants)	(e)	-	12.20	12.20
Financial Assets :-				
i. Trade Receivables		1,152.56	-	1,152.56
ii. Cash and Cash Equivalents		275.68	-	275.68
iii. Bank Balances other than (ii) above		129.29	-	129.29
iv. Loans		107.42	-	107.42
v. Other Financial Assets		15.09	-	15.09
Other Current Assets	(f)	781.37	65.45	846.82
		4,081.69	115.69	4,197.38
TOTAL ASSETS		16,616.30	(2,895.52)	13,720.78

* The Previous GAAP figures have been reclassified, where necessary, to conform to Ind AS presentation requirements.

(Contd.)



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Particulars	Note 3.6.	Previous GAAP* Rs. Lakhs	Ind AS Adjustments Rs. Lakhs	Ind AS Rs. Lakhs
EQUITY AND LIABILITIES				
Equity				
Equity Share Capital		310.00	-	310.00
Other Equity	(j)	8,279.21	(2,807.03)	5,472.18
Equity Attributable to Owners of the Parent		8,589.21	(2,807.03)	5,782.18
Non-Controlling Interest	(l)	457.43	8.46	465.89
Total Equity		9,046.64	(2,798.57)	6,248.07
Liabilities				
<i>Non-Current Liabilities</i>				
Financial Liabilities :-				
i. Borrowings		552.06	-	552.06
Provisions		775.93	-	775.93
Deferred Tax Liabilities (Net)		362.54	-	362.54
Other Non-Current Liabilities	(g)	-	27.06	27.06
		1,690.53	27.06	1,717.59
<i>Current Liabilities</i>				
Financial Liabilities :-				
i. Borrowings		2,747.51	-	2,747.51
ii. Trade Payables		1,171.14	-	1,171.14
iii. Other Financial Liabilities		849.92	-	849.92
Other Current Liabilities		672.31	-	672.31
Provisions	(h)	252.05	(124.01)	128.04
Current Tax Liabilities (Net)		186.20	-	186.20
		5,879.13	(124.01)	5,755.12
Total Liabilities		7,569.66	(96.65)	7,472.71
TOTAL EQUITY AND LIABILITIES		16,616.30	(2,895.52)	13,720.78

* The Previous GAAP figures have been reclassified, where necessary, to conform to Ind AS presentation requirements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

3.4. Reconciliation of Equity as on 31st March, 2017 as per Ind AS with Previous GAAP

Particulars	Note 3.6.	Previous GAAP* Rs. Lakhs	Ind AS Adjustments Rs. Lakhs	Ind AS Rs. Lakhs
ASSETS				
Non-Current Assets				
Property, Plant & Equipment		6,380.33	-	6,380.33
Capital Work-in-Progress	(b)	1,988.74	42.23	2,030.97
Goodwill on Consolidation		66.38	-	66.38
Intangible Assets (Other than Goodwill)		23.32	-	23.32
Intangibles under Development		39.21	-	39.21
Financial Assets :-				
i. Investments	(c)	4.89	(0.72)	4.17
ii. Other Financial Assets		61.82	-	61.82
Other Non-Current Assets		1,471.90	-	1,471.90
		10,036.59	41.51	10,078.10
Current Assets				
Inventories	(d)	2,268.14	9.18	2,277.32
Biological Assets (Other than Bearer Plants)	(e)	-	16.14	16.14
Financial Assets :-				
i. Trade Receivables		1,152.56	-	1,152.56
ii. Cash and Cash Equivalents		321.57	-	321.57
iii. Bank Balances other than (ii) above		228.55	-	228.55
iv. Loans		125.21	-	125.21
v. Other Financial Assets		14.34	-	14.34
Other Current Assets		1,017.91	-	1,017.91
		5,128.28	25.32	5,153.60
TOTAL ASSETS		15,164.87	66.83	15,231.70

* The Previous GAAP figures have been reclassified, where necessary, to conform to Ind AS presentation requirements.

(Contd.)



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Particulars	Note 3.6.	Previous GAAP* Rs. Lakhs	Ind AS Adjustments Rs. Lakhs	Ind AS Rs. Lakhs
EQUITY AND LIABILITIES				
Equity				
Equity Share Capital		310.00	-	310.00
Other Equity	(j)	5,835.68	24.60	5,860.28
Equity Attributable to Owners of the Parent		6,145.68	24.60	6,170.28
Non-Controlling Interest		562.51	-	562.51
Total Equity		6,708.19	24.60	6,732.79
Liabilities				
<i>Non-Current Liabilities</i>				
Financial Liabilities :-				
i. Borrowings		485.07	-	485.07
Provisions		974.54	-	974.54
Deferred Tax Liabilities (Net)		328.87	-	328.87
Other Non-Current Liabilities	(g)	-	42.08	42.08
		1,788.48	42.08	1,830.56
<i>Current Liabilities</i>				
Financial Liabilities :-				
i. Borrowings		3,886.78	-	3,886.78
ii. Trade Payables		1,518.62	-	1,518.62
iii. Other Financial Liabilities		602.78	-	602.78
Other Current Liabilities	(g)	427.34	0.15	427.49
Provisions		105.83	-	105.83
Current Tax Liabilities (Net)		126.85	-	126.85
		6,668.20	0.15	6,668.35
Total Liabilities		8,456.68	42.23	8,498.91
TOTAL EQUITY AND LIABILITIES		15,164.87	66.83	15,231.70

*The Previous GAAP figures have been reclassified, where necessary, to conform to Ind AS presentation requirements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

3.5. Reconciliation of Statement of Profit and Loss for the year ended 31st March, 2017 as per Ind AS with Previous GAAP

Particulars	Note 3.6.	Previous GAAP* Rs. Lakhs	Ind AS Adjustments Rs. Lakhs	Ind AS Rs. Lakhs
Revenue from Operations	(k)	15,555.11	548.74	16,103.85
Other Income		101.90	-	101.90
Total Income		15,657.01	548.74	16,205.75
Expenses				
Cost of Materials Consumed		5,504.70	-	5,504.70
Change in Inventories of Finished Goods and Work-in-Progress	(d)	(427.69)	28.86	(398.83)
Excise Duty	(k)	-	548.74	548.74
Employee Benefit Expenses	(i)	4,995.91	(125.33)	4,870.58
Finance Cost		476.67	-	476.67
Depreciation and Amortization Expenses		372.40	-	372.40
Other Expenses	(e)	3,842.22	(3.94)	3,838.28
Total Expenses		14,764.21	448.33	15,212.54
Profit / (Loss) before tax		892.80	100.41	993.21
Tax Expenses:				
(1) Current Tax		(290.29)	-	(290.29)
(2) Deferred Tax	(i)	33.67	(38.27)	(4.60)
Total Tax Expense		(256.62)	(38.27)	(294.89)
Profit / (Loss) for the year		636.18	62.14	698.32
Add / (Less) :- Stock Reserve		(3.43)	-	(3.43)
Total Profit / (Loss) for the year		632.75	62.14	694.89
Other Comprehensive Income				
1. Items that will not be reclassified to profit or loss	(i), (c)	-	(124.43)	(124.43)
2. Income tax relating to items that will not be reclassified to profit or loss	(i)	-	38.27	38.27
		-	(86.16)	(86.16)
Total Comprehensive Income for the year		632.75	(24.02)	608.73

* The Previous GAAP figures have been reclassified, where necessary, to conform to Ind AS presentation requirements.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

3.6. Explanatory Notes on Ind AS Adjustments for Reconciliation of Balance Sheet and Statement of Profit and Loss as per Ind AS with that reported under the Previous GAAP

(a) Property, Plant & Equipment

Under the previous GAAP, the Group had adopted the cost model as envisaged by *Revised AS 10, Property, Plant & Equipment*. This Standard required write back of the outstanding balance in Revaluation Reserve as on 1st April, 2016 against the respective items of property, plant & equipment which had been revalued to adopt the cost model.

Under the previous GAAP up to 31st March, 2016 there was no concept of treating bearer plants as a separate class of asset, and all capital expenditure on tea-growing areas was capitalised under the head Leasehold Land & Plantations. However, tea bushes qualify as Bearer Plants within the meaning of *Ind AS 16, Property, Plants and Equipment*. Hence they are to be recognised as a depreciable asset. Bearer Plants have been stated at cost less accumulated depreciation in the Opening Consolidated Ind AS Balance Sheet as on 1st April, 2016. The accumulated depreciation has been debited to Retained Earnings.

Further, tea bushes require time to mature before they can provide the expected yield. As such the expenses incurred previously, which had been capitalised under Leasehold Land & Plantations, on account of new plantations, have now been shown under Capital Work-in-Progress (CWIP).

Accumulated expenses up to 31st March, 2016 on nursery for nucleus clones have been shown under CWIP to the extent the clones are expected to be used in newly planted or replanted areas. The balance of accumulated expenditure, which pertains to clones that are to be expected to be used for infilling in existing planted areas as part of their normal upkeep, has been shown under Deferred Expenditure under Other Current Assets.

The impact on Property, Plant & Equipment arising from the changes as above are summarised below:-

Particulars	As at 1st April, 2016 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Write back of Revaluation Reserve	(2,278.07)	-
Accumulated depreciation on Bearer Plants debited to Retained Earnings	(693.13)	-
Expenses on young tea bushes shown under CWIP	(666.41)	-
Expenses on nucleus clones shown under CWIP	(43.63)	-
Expenses on nucleus clones shown under Other Current Assets	(65.45)	-
Total	(3,746.69)	-

(b) Capital Work-in-Progress

Previously, subsidy received from Tea Board of India as compensation for expenses on replanting was deducted from Leasehold Land & Plantations as per the requirements of the previous GAAP. However, as per *Ind AS 20, Accounting for Government Grants and Disclosure of Government Assistance*, such grants are to be initially recognised as deferred income in the Balance Sheet and subsequently are to be recognised in the profit or loss on a systematic basis over the useful

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

life of the replanted bushes, which is the period over which the expenses that are sought to be compensated will be recognised in the Statement of Profit or Loss. Grants received prior to 1st April, 2016 in respect of replanted bushes that had not yet attained maturity till that date (which had been credited to Leasehold Land & Plantations earlier) have now been recognised as Deferred Income with corresponding debit to Capital Work-in-Progress on the date of transition. Similar treatment has been provided for grants received during 2016-17. Deferred income has been bifurcated appropriately into Other Current Liabilities and Other Non-Current Liabilities.

The impact on Capital Work-in-Progress arising from the changes as above are summarised below:-

Particulars	As at 1st April, 2016 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Expenses on young tea bushes shown under CWIP [refer note 3.6.(a)]	666.41	-
Expenses on nucleus clones shown under CWIP [refer note 3.6.(a)]	43.63	-
Tea Board Replanting Subsidy Shown under Other Current Liabilities / Other Non-Current Liabilities	27.06	42.23
Total	737.10	42.23

(c) Investments

Under the previous GAAP, Non-Current Investments in Equity Shares were carried at cost less permanent diminution in their value, if any. However, under Ind AS the Group has elected to carry investments in equity instruments other than those in subsidiary at Fair Value Through Other Comprehensive Income (FVTOCI) as per the option provided in Ind AS 101, *First-time Adoption of Indian Accounting Standards*. As such the changes in fair value of investments are accounted for through Retained Earnings in the Opening Consolidated Ind AS Balance Sheet and through Other Comprehensive Income (OCI) in the Consolidated Balance Sheet as on 31st March, 2017.

The impact on Investments arising from the changes as above are summarised below:-

Particulars	As at 1st April, 2016 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Changes in fair value of Investments accounted for through Retained Earnings	(1.62)	(1.62)
Changes in fair value of Investments accounted for through OCI	-	0.90
Total	(1.62)	(0.72)



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(d) Inventories

Inventories of finished goods (i.e. made tea) were valued at cost or net realisable value whichever was lower under the previous GAAP. The valuation principle has not changed under the Ind AS regime. However, under the previous GAAP, cost included all costs of production/purchase of green leaf, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Under Ind AS, cost of inventories comprise cost of purchase of green leaf, fair value of green leaf at the time of harvest less cost to sell, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. The changes in value of inventories of finished goods as on the transition date (i.e. on 1st April, 2016) has been accounted for through Retained Earnings.

The impact arising from the changes as above are summarised below:-

Particulars	As at 1st April, 2016 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Changes in value of Inventories of finished goods	38.04	9.18
Total	38.04	9.18

As a consequence, in the Consolidated Statement of Profit and Loss for the year ended 31st March, 2017 Profit Before Tax has been reduced by Rs. 28.86 lakhs (38.04 – 9.18).

(e) Biological Assets (Other than Bearer Plants)

This represents unplucked leaf on tea bushes as at the end of the reporting period. Under the previous GAAP, such biological assets were neither valued nor recognised in the accounts. As per *Ind AS 41, Agriculture*, unplucked leaf on tea bushes have to be measured at its fair value less cost to sell. The related amount as on the transition date (i.e. 1st April, 2016) has been recognised through Retained Earnings. Subsequent changes in value of unplucked leaf of tea bushes have been accounted for through the Statement of Profit and Loss.

The impact on Biological Assets (Other than Bearer Plants) arising from the changes as above are summarised below:-

Particulars	As at 1st April, 2016 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Biological Assets (Other than Bearer Plants) recognised through Retained Earnings	12.20	-
Biological Assets (Other than Bearer Plants) recognised at fair value	-	16.14
Total	12.20	16.14

As a consequence, Other Expenses in the Consolidated Statement of Profit and Loss for the year ended on 31st March, 2017 has been reduced by Rs. 3.94 lakhs (16.14 – 12.20).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(f) Other Current Assets

As explained in Note No. 3.6.(a) above, expenses incurred on nursery for nucleus clones that are expected to be utilised for infilling, have been accounted for as deferred expenditure shown under Other Current Assets.

The impact on Other Current Assets arising from the changes as above are summarised below:-

Particulars	As at 1st April, 2016 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Expenses on nucleus clones expected to be utilised for infilling accounted for as deferred expenditure	65.45	-*
Total	65.45	-

**This impact has already been given effect to in the financial statements for 2016-17.*

(g) Tea Board Replanting Subsidy

As explained in Note No. 3.6.(b) above, Tea Board Replanting Subsidy has been shown as deferred income under Other Non-Current Liabilities and Other Current Liabilities depending on whether it is expected to be recognised as income after a period of 12 months following the reporting date or earlier.

The impact on Other Non-Current and Current Liabilities arising from the changes as above are summarised below:-

Particulars	As at 1st April, 2016 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Tea Board Replanting Subsidy shown under Other Non-Current Liabilities	27.06	42.08
Tea Board Replanting Subsidy shown under Other Current Liabilities	-	0.15
Total	27.06	42.23

(h) Current Provisions

Under the previous GAAP, up to 31st March, 2016, proposed final dividend and tax thereon were recognised as a liability in the books of accounts. However, under the Ind AS regime, liability for final dividend is to be recognised only when the same is approved by the shareholders in the Annual General Meeting. Hence the liabilities recognised on the above account as on 1st April, 2016 have been reversed with corresponding effect to Retained Earnings.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

The impact on Current Provisions arising from the changes as above are summarised below:-

Particulars	As at 1st April, 2016 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Proposed Dividend recognised as liability earlier now reversed by crediting Retained Earnings	(100.03)	-
Tax on Proposed Dividend recognised as liability earlier now reversed by crediting Retained Earnings	(23.98)	-
Total	(124.01)	-

(i) Actuarial Gain / Loss on Defined Benefit Obligation

Under the previous GAAP, actuarial gain / loss on defined benefit obligation had been recognised in the Statement of Profit and Loss as a part of Employee Benefit Expenses. However, under the Ind AS regime, re-measurement gain / loss on defined benefit obligation is to be recognised in Other Comprehensive Income (OCI). The deferred tax effect of such actuarial gain / loss is also to be shown under OCI and not under the Profit and Loss.

The impact arising from the changes as above are summarised below:-

Particulars	For the year ended 31st March, 2017 Rs. Lakhs
Actuarial Loss shown under OCI instead of Employee Benefits	125.33
Deferred Tax effect on the same shown under OCI instead of under Profit and Loss	38.27

(j) Other Equity

The effect of all the above changes on Other Equity is summarised in the table below :-

Particulars	As at 1st April, 2016 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
(A) Retained Earnings		
Accumulated Depreciation on Bearer Plants [Refer Note No. 3.6.(a)]	(693.13)	-
Investment in Equity Instruments measured at FVTOCI [Refer Note No. 3.6.(c)]	(1.62)	(1.62)
Changes in value of Inventories of finished goods [Refer Note No. 3.6.(d)]	38.04	38.04
Recognition of Biological Assets (Other than Bearer Plant ;) (Un-plucked Leaf on Tea Bushes) [Refer Note No. 3.6.(e)]	12.20	12.20
Proposed Dividend recognised under the previous GAAP, now reversed [Refer Note No. 3.6.(h)]	93.00	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Particulars	As at 1st April, 2016 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Tax on Proposed Dividend attributable to owners of the Parent (including tax on proposed dividend by subsidiary attributable to owners of the parent) recognised under the previous GAAP now reversed [Refer Note No. 3.6.(h)]	22.55	-
Transfer from Statement of Profit and Loss for the year ended 31st March, 2017 :-		
Change in Inventories (Stock of Tea) [Refer Note No. 3.6.(d)]	-	(28.86)
Other Expenses [Refer Note No. 3.6.(e)]	-	3.94
Sub-Total (A)	(528.96)	23.70
(B) Revaluation Surplus		
Write back of the outstanding balance in Revaluation Reserve [Refer Note No. 3.6.(a)]	(2,278.07)	-
Sub-Total (B)	(2,278.07)	-
(C) FVTOCI Reserve		
Changes in fair value of Investments accounted for through OCI section of the Consolidated Ind AS Statement of Profit and Loss [Refer Note No. 3.6.(c)]	-	0.90
Sub-Total (C)	-	0.90
Total [(A) + (B) +(C)]	(2,807.03)	24.60

(k) Excise Duty

Under the previous GAAP, excise duty was netted off against sale of products. However, under Ind AS, excise duty is included in sale of products and is separately presented as expense on the face of the Consolidated Ind AS Statement of Profit and Loss. Thus Revenue from Operations under Ind AS has increased by Rs. 548.74 lakhs with a corresponding increase in expenses.

(l) Non-Controlling Interest

The effect of derecognising proposed dividend as a liability as on 31st March, as already discussed in Note No. 3.6.(h), has lead to a corresponding increase in the balance of Non-Controlling Interest. The table below summarises such effect.

Particulars	As at 1st April, 2016 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Proposed Dividend attributable to Non-Controlling Interest recognised under the previous GAAP, now reversed. [Refer Note No. 3.6.(h)]	7.03	-
Tax on Proposed Dividend attributable to Non-Controlling Interest recognised under the previous GAAP now reversed [Refer Note No. 3.6.(h)]	1.43	-
Total	8.46	-



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 4 : Property, Plant & Equipment

Description	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT
	Deemed Cost as at 1st April, 2016	Additions during the year	Disposals/De-recognition during the year	As at 31st March, 2017	As at 1st April, 2016	Depreciation for the year	Disposals/De-recognition during the year	As at 31st March, 2017	As at 31st March, 2017
Freehold Land	33.14	-	-	33.14	-	-	-	-	33.14
Leasehold Land	363.45	-	-	363.45	-	-	-	-	363.45
Buildings	3,779.18	186.72	-	3,965.90	1,030.00	78.49	-	1,108.49	2,857.41
Plant & Machinery	4,204.34	180.42	(26.58)	4,358.18	2,318.87	142.99	(2.08)	2,459.78	1,898.40
Electrical Installation	643.82	13.07	-	656.89	432.22	35.25	-	467.47	189.42
Vehicles	717.23	6.69	-	723.92	469.25	55.91	-	525.16	198.76
Office Equipment	45.18	0.87	-	46.05	34.16	4.05	-	38.21	7.84
Computer	114.48	7.51	-	121.99	92.73	16.42	-	109.15	12.84
Furniture & Fittings	298.60	16.03	-	314.63	202.86	16.43	-	219.29	95.34
Bearer Plants	1,437.56	-	(6.56)	1,431.00	693.13	19.00	(4.86)	707.27	723.73
Total	11,636.98	411.31	(33.14)	12,015.15	5,273.22	368.54	(6.94)	5,634.82	6,380.33

Description	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT
	As at 1st April, 2017	Additions during the year	Disposals/De-recognition during the year	As at 31st March, 2018	As at 1st April, 2017	Depreciation for the year	Disposals/De-recognition during the year	As at 31st March, 2018	As at 31st March, 2018
Freehold Land	33.14	-	-	33.14	-	-	-	-	33.14
Leasehold Land	363.45	-	-	363.45	-	-	-	-	363.45
Buildings	3,965.90	898.46	-	4,864.36	1,108.49	96.84	-	1,205.33	3,659.03
Plant & Machinery	4,358.18	506.71	(64.08)	4,800.81	2,459.78	139.46	(41.12)	2,558.12	2,242.69
Electrical Installation	656.89	45.74	-	702.63	467.47	34.66	-	502.13	200.50
Vehicles	723.92	6.16	-	730.08	525.16	55.29	-	580.45	149.63
Office Equipment	46.05	8.10	-	54.15	38.21	3.81	-	42.02	12.13
Computer	121.99	8.21	-	130.20	109.15	7.63	-	116.78	13.42
Furniture & Fittings	314.63	3.11	-	317.74	219.29	17.18	-	236.47	81.27
Bearer Plants	1,431.00	230.69	-	1,661.69	707.27	21.37	-	728.64	933.05
Total	12,015.15	1,707.18	(64.08)	13,658.25	5,634.82	376.24	(41.12)	5,969.94	7,688.31

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 5 : Goodwill on Consolidation

Description	GROSS CARRYING AMOUNT			ACCUMULATED DEPRECIATION			NET CARRYING AMOUNT As at 31st March, 2017
	Deemed Cost as at 1st April, 2016	Additions during the year	Disposals/ De-recognition during the year	As at 1st April, 2016	Amortisation for the year	Disposals/ De-recognition during the year	
Goodwill on Consolidation	66.38	-	-	-	-	-	66.38
Total	66.38	-	-	-	-	-	66.38
Description	GROSS CARRYING AMOUNT			ACCUMULATED DEPRECIATION			NET CARRYING AMOUNT As at 31st March, 2018
	Deemed Cost as at 1st April, 2017	Additions during the year	Disposals/ De-recognition during the year	As at 1st April, 2017	Amortisation for the year	Disposals/ De-recognition during the year	
Goodwill on Consolidation	66.38	-	-	-	-	-	66.38
Total	66.38	-	-	-	-	-	66.38

Note 6 : Intangible Assets (Other than Goodwill)

Description	GROSS CARRYING AMOUNT			ACCUMULATED DEPRECIATION			NET CARRYING AMOUNT As at 31st March, 2017
	Deemed Cost as at 1st April, 2016	Additions during the year	Disposals/ De-recognition during the year	As at 1st April, 2016	Amortisation for the year	Disposals/ De-recognition during the year	
Computer Software	50.24	-	-	23.06	3.86	-	23.32
Total	50.24	-	-	23.06	3.86	-	23.32
Description	GROSS CARRYING AMOUNT			ACCUMULATED DEPRECIATION			NET CARRYING AMOUNT As at 31st March, 2018
	Deemed Cost as at 1st April, 2017	Additions during the year	Disposals/ De-recognition during the year	As at 1st April, 2017	Amortisation for the year	Disposals/ De-recognition during the year	
Computer Software	50.24	36.44	-	26.92	12.30	-	47.46
Total	50.24	36.44	-	26.92	12.30	-	47.46



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 7 : Non- Current Investments

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Investments in Equity Instruments			
1. 500 Equity Shares of ICICI Bank (quoted) of Rs. 2/- each, fully paid up. (As at 31st March, 2017 : 455 shares; As at 1st April, 2016 : 455 shares) During the year 45 shares of Rs 2/- each, fully paid up have been received as bonus shares. Dividends recognised during the current year Rs. 0.03 lakhs. (For the year ended 31st March, 2017 Rs. 0.03 lakhs)	1.39	1.26	1.08
2. 250 Equity Shares of Asssam Finance Corporation (unquoted) of Rs. 100/- each, fully paid up. (As at 31st March, 2017 : 250 shares; As at 1st April, 2016 : 250 shares) Dividends recognised during the current year Rs. Nil (For the year ended 31st March, 2017 Rs. Nil)	0.21	0.22	0.22
3. 18,000 Equity Shares of Heritage North East Pvt. Ltd. (unquoted) of Rs. 10/- each, fully paid up. (As at 31st March, 2017 : 18,000 shares; As at 1st April, 2016 : 18,000 shares) Dividends recognised during the current year Rs. Nil (For the year ended 31st March, 2017 Rs. Nil)	3.35	2.68	1.96
4. 9,800 Equity Shares of Kaziranga Golf Club Pvt. Ltd. (unquoted) of Rs. 10/- each, fully paid up. (As at 31st March, 2017 : 9,800 shares; As at 1st April, 2016 : 9,800 shares) Dividends recognised during the current year Rs. Nil (For the year ended 31st March, 2017 Rs. Nil)	0.00*	0.00*	0.00*
	4.95	4.16	3.26
Other Investments			
Investment in National Savings Certificate (VI Issue) [Lodged with Excise Authorities]	0.01	0.01	0.01
Total	4.96	4.17	3.27
Aggregate book value of quoted investments	1.39	1.26	1.08
Aggregate of market value quoted investments	1.39	1.26	1.08
Aggregate of unquoted investments	3.57	2.91	2.19

*The figure is below the rounding off levels used in the financial statements

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 8 : Non-Current Other Financial Assets

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Term Deposits with Bank having remaining maturity of more than 12 months	167.96	61.82	104.57
<i>Includes Rs. 73.26 lakhs for Unpaid Dividend (As at 31st March, 2017 : Rs. 40.77 lakhs; As at 1st April, 2016 : Rs. 32.50 lakhs)</i>			
Total	167.96	61.82	104.57

Note 9 : Other Non-Current Assets

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Advances Other than Capital Advances :- (Refer Note 43.18)			
(a) Security Deposits	198.94	182.75	162.40
(b) Advances to Related Parties	1,212.86	1,125.13	1,011.28
(c) Other Advances	164.02	164.02	156.46
Total	1,575.82	1,471.90	1,330.14

Note 10 : Inventories (including in transit)

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Stock of Raw Materials	1,331.87	820.25	604.59
Stock of Finished Goods	655.10	954.27	641.72
Work-in-Progress	277.37	156.65	70.37
Stock of Stores and Spares	385.36	346.15	341.64
Total	2,649.70	2,277.32	1,658.32

Note 11 : Biological Assets (Other than Bearer Plants)

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Unplucked Tea Leaves on Bush	19.71	16.14	12.20
<i>Unplucked tea leaves on bush as at 31st March, 2018 : 1,01,406 Kgs (As at 31st March, 2017 : 78,850 Kgs; As at 1st April, 2016 : 58,155 Kgs)</i>			
Total	19.71	16.14	12.20



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 12 : Trade Receivables

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Receivable from Related Parties	26.01	65.09	74.86
Receivable from Others	1,441.69	1,087.47	1,077.70
Total	1,467.70	1,152.56	1,152.56
Trade Receivables :- (Refer Note 43.18)			
Secured, considered good	-	-	-
Unsecured, considered good	1,467.70	1,152.56	1,152.56
Doubtful	-	-	-
Less :- Allowance for bad and doubtful debts :-			
- Unsecured, considered good	-	-	-
- Doubtful	-	-	-
Total	1,467.70	1,152.56	1,152.56

Note 13 : Cash and Cash Equivalents

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Balances with Schedule Banks :-			
In Current Accounts	115.70	243.30	244.09
Cash on Hand	9.98	28.27	31.59
Remittance in transit	-	50.00	-
Total	125.68	321.57	275.68

Note 14 : Bank Balances Other than Cash and Cash Equivalents

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Earmarked Balances with Scheduled Banks :-			
In Marginal Deposit Accounts	136.38	85.90	52.72
In Unpaid Dividend Accounts	22.91	19.53	15.48
Term Deposits with Bank having remaining maturity of less than 12 months and original maturity of more than 3 months	29.45	123.12	61.09
<i>Includes Rs. 25.86 lakhs for Unpaid Dividend (As at 31st March, 2017 : Rs. 58.34 lakhs; As at 1st April, 2016 : Rs. 59.57 lakhs)</i>			
Total	188.74	228.55	129.29

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 15 : Current Loans

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Staff Advances (Refer Note 43.18)	138.03	125.21	107.42
Total	138.03	125.21	107.42

Note 16 : Current Other Financial Assets

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Interest Accrued	17.96	14.34	15.09
Total	17.96	14.34	15.09

Note 17 : Other Current Assets

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Advances Other than Capital Advances:- (Refer Note 43.18)			
(a) Advances to Related Parties	71.80	155.55	170.82
(b) Other Advances	903.17	725.02	550.21
Subsidies Receivable from Government	9.54	9.54	23.84
Deferred Expenditure	60.87	92.25	66.40
Central Excise Duty	35.55	35.55	35.55
Total	1,080.93	1,017.91	846.82



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 18 : Share Capital

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
I. Authorized			
Equity Share Capital			
50,00,000 shares of Rs. 10/- each	500.00	500.00	500.00
Cumulative Preference Share Capital			
5,00,000 shares of Rs. 100/- each	500.00	500.00	500.00
II. Issued, Subscribed and Fully Paid-up			
Equity Share Capital			
31,00,000 shares of Rs. 10/- each (As at 31st March, 2017 : 31,00,000 shares; As at 1st April, 2016 : 31,00,000 shares)	310.00	310.00	310.00

A. Terms / Rights attached to Equity Shares:-

The company has one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

B. Shareholders holding more than 5% of the Issued Shares:-

	31st March, 2018	31st March, 2017	1st April, 2016
1. Late H. P. Barooah			
– No. of Shares	8,61,918	8,61,918	8,61,918
– Percentage of holding	27.80%	27.80%	27.80%
2. Mrs. S. Shetty			
– No. of Shares	3,16,200	3,16,200	3,16,200
– Percentage of holding	10.20%	10.20%	10.20%
3. Mr. Somnath Chatterjee			
– No. of Shares	2,42,430	2,42,430	2,42,430
– Percentage of holding	7.82%	7.82%	7.82%

C. Out of the above Shares

- With regards to 8,61,918 equity shares (As at 31st March, 2017 : 8,61,918 shares; As at 1st April, 2016 : 8,61,918 shares) held by Late H. P. Barooah, proceedings are pending before the Courts.
- Out of 3,16,200 equity shares (As at 31st March, 2017 : 3,16,200 shares; As at 1st April, 2016 : 3,16,200 shares) shown in the name of Mrs. S. Shetty, proceedings are pending before Courts in respect of 2,21,230 equity shares (As at 31st March, 2017 : 2,21,230 shares; As at 1st April, 2016 : 2,21,230 shares).
- With regards to 2,42,430 equity shares (As at 31st March, 2017 : 2,42,430 shares; As at 1st April, 2016 : 2,42,430 shares) held by Mr. Somnath Chatterjee, proceedings are pending before the Courts.
- There has been no changes in Authorised and Issued & Subscribed Capital during the years covered by this financial statement.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note : 19 Other Equity

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Summary of Other Equity balances:-			
Capital Reserve	126.26	126.26	126.26
Securities Premium	1,001.50	1,001.50	1,001.50
General Reserve	300.74	300.74	300.74
Retained Earnings	5,222.38	4,430.88	4,043.68
Fair Value Through Other Comprehensive Income (FVTOCI) Reserve	1.69	0.90	-
Total	6,652.57	5,860.28	5,472.18

Refer Statement of Changes in Equity for detailed movement in Equity balance.

Note 20 : Non-Current Borrowings

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Secured Term Loans from Banks			
1. Term Loans from United Bank of India	529.90	758.93	853.55
Less : Current Maturities of Long-term debts	(289.00)	(273.86)	(305.67)
	240.90	485.07	547.88

a. Nature of Security :

Holding Company:

Secured by hypothecation of existing and future tangible assets of the Company (excluding the assets purchased under hire purchase scheme of Tea Board) including tea crop, with United Bank of India and additionally secured by Equitable Mortgage of Fixed Assets situated at the Tea Estates and one property at Kolkata of the Company, besides the personal guarantee of Managing Director.

Subsidiary Company :

- a. Secured by 1st charge over the entire plant & machinery and other fixed assets pertaining to the Flexible Packaging Material Project and also collaterally secured by :
 - i. Extension of charge over Factory Land & Building, Plant & Machinery.
 - ii. Equitable Mortgage of a property at Kolkata in the name of Barooahs & Associates Pvt. Ltd.
 - iii. Corporate Guarantee of Barooahs & Associates Pvt. Ltd.
- b. Secured by Equitable Mortgage of existing Factory Land & Building and hypothecation of Plant & Machinery and other fixed assets and also collaterally secured by :
 - i. Equitable mortgage of a property in Kolkata in the name of Barooahs & Associates Pvt. Ltd.
 - ii. Corporate Guarantee of Barooahs & Associates Pvt. Ltd.

(Contd.)



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 20 : Non-Current Borrowings (Contd.)

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
b. Rate of Interest :			
<i>Holding Company</i> : B.R. + 75 basis points p.a.			
<i>Subsidiary Company</i> :			
a. B.R.+ 235 basis points p.a.			
b. MCLR-Y + 255 basis points p.a.			
c. Terms of Repayment :			
<i>Holding Company</i> : Refer Note 43.21			
<i>Subsidiary Company</i> :			
a. Quarterly Installments of Rs. 31.00 lakhs			
b. Quarterly Installments of Rs. 7.50 lakhs			
2. Term Loans for Vehicles from HDFC Bank	–	4.18	9.74
Less : Current Maturities of Long-term debts	–	(4.18)	(5.56)
	–	–	4.18
a. Nature of Security : Secured by hypothecation of the vehicles under the hire purchase scheme.			
b. Rate of Interest : 6.14% p.a.			
c. Terms of Repayment : Monthly Installments of Rs. 0.46 lakhs upto Dec'17			
3. Term Loan from Karur Vysya Bank	–	–	200.00
Less : Current Maturities of Long-term debts	–	–	(200.00)
	–	–	–
a. Nature of Security : Secured by hypothecation of a flat of the Company situated at Kolkata.			
b. Rate of Interest : B.R. + 325 basis points p.a.			
c. Terms of Repayment : Repayable within 2016.			
Total [1 + 2 + 3]	240.90	485.07	552.06

Note 21 : Non-Current Provisions

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Provision for Gratuity	1,131.04	1,080.37	903.97
Less : Current portion thereof shown under Current Provisions	(118.39)	(105.83)	(128.04)
Total	1,012.65	974.54	775.93

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 22 : Deferred Tax

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Deferred Tax Assets			
<i>Comprises of temporary differences attributable to:-</i>			
Provision for Gratuity	353.80	337.79	284.08
Deferred Sales Tax Liability	2.72	2.72	2.72
Total Deferred Tax Assets	356.52	340.51	286.80
Deferred Tax Liabilities			
<i>Comprises of temporary differences attributable to:-</i>			
Property, Plant & Equipment	678.61	663.05	642.90
Intangible Assets (Other than Goodwill)	5.35	6.33	6.44
Total Deferred Tax Liabilities	683.96	669.38	649.34
Net Deferred Tax Assets / (Liabilities)	(327.44)	(328.87)	(362.54)

Movement in the Items of Deferred Tax Assets

	Provision for Gratuity
As at 1st April, 2016	284.08
(Charged) / Credited during the year ended 31st March, 2017 to :-	
- Profit and Loss	15.44
- Other Comprehensive Income	38.27
As at 31st March, 2017	337.79
(Charged) / Credited during the year ended 31st March, 2018 to :-	
- Profit and Loss	3.62
- Other Comprehensive Income	12.39
As at 31st March, 2018	353.80

Movement in the Items of Deferred Tax Liabilities

	Property, Plant & Equipment	Intangible Assets (Other than Goodwill)
As at 1st April, 2016	642.90	6.44
Charged / (Credited) during the year ended 31st March, 2017 to :-		
- Profit and Loss	20.15	(0.11)
- Other Comprehensive Income	-	-
As at 31st March, 2017	663.05	6.33
Charged / (Credited) during the year ended 31st March, 2018 to :		
- Profit and Loss	15.56	(0.98)
- Other Comprehensive Income	-	-
As at 31st March, 2018	678.61	5.35



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 23 : Other Non-Current Liabilities

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Government Grants			
Balance as at 1st April	43.35	27.06	27.06
Add: Received during the year	–	16.29	–
Less: Transferred to the Statement of Profit and Loss during the year	(0.15)	–	–
Balance as at 31st March	43.20	43.35	27.06
Less: Current portion thereof shown under Other Current Liabilities	(1.68)	(1.27)	–
Non-Current portion of Government Grants	41.52	42.08	27.06

Note:- These grants have been received from Tea Board of India as Replanting Subsidy. There are no unfulfilled conditions attached to these grants.

Note 24 : Current Borrowings

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Secured Loans from Banks Repayable on Demand			
Secured Working Capital Loan from United Bank of India	3,689.58	3,886.78	2,747.51
a. Nature of Security :			
<i> Holding Company:</i> Secured by hypothecation of existing and future tangible assets of the Company (excluding the assets purchased under hire purchase scheme of Tea Board) including tea crop, with United Bank of India and additionally secured by Equitable Mortgage of Fixed Assets situated at the Tea Estates and one property at Kolkata of the Company, besides the personal guarantee of Managing Director.			
<i> Subsidiary Company:</i> Secured by hypothecation of Company's stock, receivables and entire current assets both present and future and also collaterally secured by:			
i. Extension of charge over Factory Land & Building, Plant & Machinery			
ii. Equitable Mortgage of a property at Kolkata in the name of Barooahs & Associates Pvt. Ltd.			
iii. Corporate guarantee of Barooahs & Associates Pvt. Ltd.			
b. Rate of Interest :			
<i> Holding Company:</i> MCLR-Y + 75 basis points p.a.			
<i> Subsidiary Company :</i> MCLR-Y + 255 basis points p.a.			
Total	3,689.58	3,886.78	2,747.51

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 25 : Trade Payables

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Payable to Others	1,892.25	1,518.62	1,171.14
Total	1,892.25	1,518.62	1,171.14

Note 26 : Current Other Financial Liabilities

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Current Maturities of Long-term debts	289.00	278.04	511.23
Interest accrued but not due on borrowings	–	–	1.64
Loan from Others	0.11	0.11	0.11
Unpaid Dividend	122.03	118.64	107.55
Employee Benefits Payable	85.02	88.50	128.29
Other Financial Liabilities	139.83	117.49	101.10
Total	635.99	602.78	849.92

Note 27 : Other Current Liabilities

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Revenue received in advance	68.08	22.97	20.70
Current portion of Government Grants	1.68	1.27	–
Others	380.14	403.25	651.61
Total	449.90	427.49	672.31

Note 28 : Current Provisions

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Provision for Gratuity (Current portion)	118.39	105.83	128.04
Total	118.39	105.83	128.04

Note 29 : Current Tax Liabilities (Net)

	31st March, 2018 Rs. Lakhs	31st March, 2017 Rs. Lakhs	1st April, 2016 Rs. Lakhs
Provision for Income Tax (Net)	267.33	126.85	186.20
Total	267.33	126.85	186.20



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 30 : Revenue from Operations

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Sale of Products :-		
- Tea	12,185.46	10,298.11
- Packaging Materials	6,869.33	5,797.40
Other Operating Revenue		
Sale of Scrap	34.71	8.34
Total	19,089.50	16,103.85

Note 31 : Other Income

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Interest Income	36.37	25.34
Dividend Income	0.03	0.03
Other Non-Operating Income		
Rent Received	3.85	4.80
Replanting Subsidy	0.15	-
Liabilities no longer required written back	2.38	1.40
Sundry Receipts	30.37	70.33
Total	73.15	101.90

Note 32 : Cost of Materials Consumed

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Purchase of Green Leaf (<i>Refer Note 43.16</i>)	2,405.11	2,039.18
Cost of Raw Materials Consumed (for packaging materials)	4,412.67	3,465.52
Total	6,817.78	5,504.70

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 33 : Change in Inventories of Finished Goods and Work-in-Progress

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Opening Inventories of :-		
Finished Goods	954.27	641.72
Work-in-Progress	156.65	70.37
	1,110.92	712.09
Closing Inventories of :-		
Finished Goods	(655.10)	(954.27)
Work-in-Progress	(277.37)	(156.65)
	(932.47)	(1,110.92)
Total	178.45	(398.83)

Note 34 : Employee Benefit Expenses

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Salaries, Wages, Bonus and Gratuity	4,255.17	3,723.10
Contribution to Provident and Other Fund	399.25	378.10
Labour and Staff Welfare	812.79	769.38
Total	5,467.21	4,870.58

Note 35 : Finance Costs

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Interest and Financial Charges	505.63	476.67
Total	505.63	476.67

Note 36 : Depreciation and Amortisation Expenses

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Depreciation and Amortisation Expenses	388.54	372.40
Total	388.54	372.40



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 37 : Other Expenses

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
A. Manufacturing Expenses :-		
Consumption of Stores & Spares	889.50	740.25
Repairs to Buildings	132.78	127.00
Repairs to Machineries	161.75	175.65
Other Repairs & Maintenance	20.29	21.73
Power & Fuel	929.76	849.91
Cess on Tea	7.20	27.40
Total (A)	2,141.28	1,941.94
B. Selling & Distribution Expenses :-		
Freight, Brokerage, Commission & Selling Expenses	865.23	759.41
Total (B)	865.23	759.41
C. Establishment Expenses :-		
Rent, Hire and Service Charges	30.31	53.51
Rates, Taxes and Association Subscription	103.06	146.48
Travelling and Conveyance	135.40	115.15
Contribution to Political Parties (Refer Note 43.17)	-	20.00
Legal & Professional Charges	189.60	206.94
Vehicle Running and Maintenance	203.76	181.04
Insurance	67.61	58.42
Miscellaneous Expenses	301.48	289.43
Corporate Social Responsibility Activities (Refer Note 43.19)	25.09	21.57
Directors Fees	16.74	13.20
Payment to Auditor (Refer Note 43.20)	7.97	6.70
Loss on Sale of Assets	22.95	24.49
Total (C)	1,103.97	1,136.93
Total Other Expenses (A + B + C)	4,110.48	3,838.28

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 38 : Tax Expenses

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Current Tax on Profits for the year	(442.00)	(290.29)
Deferred Tax Expense		
Increase / (Decrease) in Deferred Tax Assets	3.62	15.44
(Increase) / Decrease in Deferred Tax Liabilities	(14.58)	(20.04)
Total	(452.96)	(294.89)

Note 39 : Other Comprehensive Income

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Items that will not be reclassified to Profit or Loss		
Actuarial Gain / (Loss) on defined benefit obligations	(39.21)	(125.33)
Income tax effect on the above	12.39	38.27
Total (A) [transferred to Retained Earnings]	(26.82)	(87.06)
Gain / (Loss) on FVTOCI Equity Instruments	0.79	0.90
Income tax effect on the above	-	-
Total (B) [transferred to FVTOCI Reserve]	0.79	0.90
Total Other Comprehensive Income, net of taxes (A + B)	(26.03)	(86.16)

Note :- Income Tax effect on Gain / (Loss) on FVTOCI Equity Instruments is not taken into account since the same will lead to a deferred tax liability / asset which will be reversed only when such Equity Instruments are sold. The Company does not intend to sell these Equity Instruments in the foreseeable future.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 40 : Earnings Per Share

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Basic EPS		
(1) Number of Equity Shares at the beginning of the year (in lakhs)	31.00	31.00
(2) Number of Equity Shares at the end of the year (in lakhs)	31.00	31.00
(3) Weighted average number of Equity Shares outstanding during the year (in lakhs)	31.00	31.00
(4) Face Value of each Equity Share (Rs.)	10.00	10.00
(5) Profit attributable to equity holders for the year (Rs. in lakhs)	928.68	588.26
(6) Basic EPS (Rs.)	29.96	18.96
Diluted EPS		
(1) Dilutive Potential Equity Shares (in lakhs)	31.00	31.00
(2) Diluted EPS [Same as Basic EPS] (Rs.)	29.96	18.98

Note 41 : Distributions made and Proposed

	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Dividends on Equity Shares declared and paid		
Final dividend for the year ended 31st March, 2017 :- Rs. 3 per share (31st March, 2016:- Rs. 3 per share) (includes Dividend paid to Non-Controlling Interest Rs. 7.03 lakhs, as on 31st March, 2017 Rs. 7.03 lakhs)	100.03	100.03
Dividend Distribution tax on final dividend (includes Dividend Distribution Tax on Dividends paid by Subsidiary Rs. 5.05 lakhs, as on 31st March, 2017 Rs. 5.05 lakhs)	20.36	23.98
Total	120.39	124.01
Dividends not recognised at the end of the year		
Final dividend for the year ended 31st March, 2018 :- Rs. 3 per share (31st March, 2017:- Rs. 3 per share) (includes Proposed Dividend for Non-Controlling Interest Rs. 7.03 lakhs, as on 31st March, 2017 Rs. 7.03 lakhs)	100.03	100.03
Dividend Distribution tax on proposed final dividend (includes Dividend Distribution Tax on Proposed Dividends by Subsidiary Rs. 5.10 lakhs, as on 31st March, 2017 Rs. 5.05 lakhs)	20.56	20.36
Total	120.59	120.39

Note :- Proposed dividends on equity shares are subject to approval at the Annual General Meeting and are not recognised as a liability (including Dividend Distribution Tax thereon) as on 31st March.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 42 : Additional Disclosure pursuant to Division II of Schedule III to the Companies Act, 2013

Name of the Entity	Net Assets (i.e. Total Assets Minus Total Liabilities)		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of Consolidated Net Assets	Amount (Rs. Lakhs)	As a % of Consolidated Profit or Loss	Amount (Rs. Lakhs)	As a % of Consolidated Other Comprehensive Income	Amount (Rs. Lakhs)	As a % of Consolidated Total Comprehensive Income	Amount (Rs. Lakhs)
Parent								
B & A Limited								
31st March, 2018	72.53%	5,548.98	59.16%	629.92	78.68%	(20.48)	58.67%	609.44
31st March, 2017	75.35%	5,072.90	55.12%	383.01	93.64%	(80.68)	49.67%	302.32
Subsidiaries								
Indian								
B & A Packaging India Limited								
31st March, 2018	18.48%	1,413.59	28.06%	298.76	15.28%	(3.98)	28.38%	294.78
31st March, 2017	16.30%	1,097.38	29.54%	205.25	4.56%	(3.93)	33.07%	201.33
Foreign								
None	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Non-controlling Interest in all subsidiaries								
31st March, 2018	9.00%	688.52	12.78%	136.04	6.04%	(1.57)	12.95%	134.47
31st March, 2017	8.35%	562.51	15.34%	106.63	1.80%	(1.55)	17.26%	105.08
Associates								
Indian								
None	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Foreign								
None	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Joint Ventures								
Indian								
None	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Foreign								
None	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Total 31st March, 2018	100.00%	7,651.09	100.00%	1,064.72	100.00%	(26.03)	100.00%	1,038.69
Total 31st March, 2017	100.00%	6,732.79	100.00%	694.89	100.00%	(86.16)	100.00%	608.73



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 43 - Additional Notes to the Consolidated Financial Statements

43.1. Defined Benefit Plan (Gratuity Plan)

The following tables set forth the particulars in respect of defined benefit gratuity plan of the Company for the year ended 31st March, 2018 and corresponding figures for the previous year.

Table 1 – Components of Employer Expense

Particulars	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
(a) <u>Recognised in Profit or Loss</u>		
Current Service Cost	64.53	67.61
Past Service Cost	8.06	–
Loss / (Gain) on Settlement	–	–
Net Interest Cost / (Income)	80.63	67.63
Sub-total (a)	153.22	135.24
(b) <u>Re-measurements recognised in Other Comprehensive Income</u>		
Effect of changes in demographic assumptions	–	(10.04)
Effect of changes in financial assumptions	(16.66)	(81.24)
Effect of experience adjustments	55.87	216.61
Return on Plan Assets (excluding amounts recognised in net interest cost)	–	–
Re-measurement (or Actuarial) (gain) / loss arising because of change in effect of asset ceiling	–	–
Sub-total (b)	39.21	125.33
Total Defined Benefit Cost recognised in Profit or Loss and Other Comprehensive Income [(a) + (b)]	192.43	260.57

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Table 2 - Net Asset / (Liability) recognised in the Balance Sheet

Particulars	As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Present Value of Defined Benefit Obligation	1,131.04	1,080.37
Fair Value of Plan Assets	-	-
Surplus / (Deficit)	(1,131.04)	(1,080.37)
Net Asset / (Liability) recognised in the Balance Sheet	(1,131.04)	(1,080.37)
<i>Out of Net Asset / (Liability) as above :-</i>		
- Current portion	(118.39)	(105.83)
- Non-Current portion	(1,012.65)	(974.54)
Total	(1,131.04)	(1,080.37)

Table 3 - Changes in Defined Benefit Obligation (DBO)

Particulars	As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Present Value of DBO at the beginning of the year	1,080.37	903.97
Current Service Cost	64.53	67.61
Interest Cost	80.63	67.63
Re-measurement (gains) / losses		
- Effect of changes in demographic assumptions	-	(10.04)
- Effect of changes in financial assumptions	(16.66)	(81.24)
- Effect of experience adjustments	55.87	216.61
- Others	-	-
Past Service Cost	8.06	-
Effect of change in foreign exchange rates	-	-
Benefits paid	(141.76)	(84.17)
Acquisition adjustment	-	-
Effect of business combinations or disposals	-	-
Present Value of DBO at the end of the year	1,131.04	1,080.37



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Table 4 - Changes in Fair Value of Plan Assets

Particulars	As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Fair Value of Plan Assets at the beginning of the year	-	-
Investment Income	-	-
Employer's Contribution	-	-
Employees' Contribution	-	-
Benefits Paid	-	-
Return on Plan Assets, excluding amount recognised in net interest cost	-	-
Acquisition adjustment	-	-
Fair Value of Plan Assets at the end of the year	-	-

Table 5 - Change in Effect of Asset Ceiling

Particulars	As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Effect of Asset Ceiling at the beginning of the year	-	-
Interest Cost (to the extent not recognised in net interest cost)	-	-
Re-measurement (or Actuarial) (gain) / loss arising because of change in effect of asset ceiling	-	-
Effect of Asset Ceiling at the end of the year	-	-

Table 6 - Principal Actuarial Assumptions

Particulars	As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Financial Assumptions		
Discount Rate (p.a.)		
- Parent Company	7.80%	7.50%
- Subsidiary Company	7.33%	7.37%
Salary Growth Rate (p.a.)		
- Parent Company	5% for the first year and 4% thereafter	5% for the first year and 4% thereafter
- Subsidiary Company	7.00%	7.00%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Table 6 - Principal Actuarial Assumptions (contd.)

Particulars	As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
<u>Demographic Assumptions</u>		
Mortality Rate (% of IALM 06-08)	100.00%	100.00%
Normal Retirement Age	58 Years	58 Years
<u>Attrition / Withdrawal Rate (p.a.)</u>		
- Parent Company	1.00%	1.00%
- Subsidiary Company	2.00%	2.00%

Table 7 - Sensitivity Analysis of Present Value of DBO

Particulars	As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
Actual Present Value of DBO (base)	1,131.04	1,080.37
<u>Discount Rate</u>		
- Increase by 1%	1,043.04	995.63
- Decrease by 1%	1,232.28	1,177.79
<u>Salary Growth Rate</u>		
- Increase by 1%	1,234.43	1,179.03
- Decrease by 1%	1,039.91	993.03
<u>Attrition Rate</u>		
- Increase by 50%	1,144.26	1,091.92
- Decrease by 50%	1,117.11	1,068.19
<u>Mortality Rate</u>		
- Increase by 10%	1,132.02	1,081.24
- Decrease by 10% (only Parent Company)	1,074.06	1,033.76

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. This sensitivity analysis above has been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period while holding all other assumptions constant. The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. There is no change in the method of valuation for the prior period. For change in assumptions refer to Table 6 above.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Table 8 - Maturity Profile of Defined Benefit Obligation

Expected Maturity over next (valued on undiscounted basis)	As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs
1 year	118.53	105.62
2 to 5 years	373.17	357.69
6 to 10 years	628.92	581.51
More than 10 years	1,455.18	1,332.23

The weighted average duration of the defined benefit gratuity plan as on 31st March, 2018 is 8 years for the Parent Company and 18.41 years for Subsidiary Company (as on 31st March, 2017 is 8 years for Parent Company and 19.01 years for Subsidiary Company).

43.2. Related Party Disclosures

(a) Associates

- Heritage North East Pvt. Ltd.*
- Kaziranga Golf Club Pvt. Ltd.*

*These Companies are not "associate company" within the meaning of Sec 2(6) of the Companies Act, 2013.

(b) Key Management Personnel

1. Executive Directors**
 - Somnath Chatterjee (Managing Director)
2. Non-Executive Independent Directors †
 - Basant Kumar Goswami
 - Latifur Rahman
 - Prabir Kumar Datta
 - Anjan Ghosh
 - Amit Chowdhuri (only for Subsidiary)
 - Raj Kamal Bhuyan
3. Non-Executive Non-Independent Director †
 - Anuradha Farley (Chairman)
 - Amit Chowdhuri (only for Parent)
 - Bhramar Kumar Mahanta
 - Gargi Barooah

4. Others**

- Debdeep Chowdhury (Company Secretary)
- Tapas Kumar Chatterjee (Chief Financial Officer, Parent Company)
- Siddhartha (Chief Financial Officer, Subsidiary Company 01/04/17 to 22/06/17)
- Goutamanshu Mukhopadhyay (Chief Financial Officer, Subsidiary Company 01/09/17 to 31/03/18)

† These directors are not "Key Managerial Personnel" within the meaning of Sec 2(51) of the Companies Act, 2013.

**These are "Key Managerial Personnel" within the meaning of Sec 2(51) of the Companies Act, 2013.

(c) Other Related Parties

- Barooahs & Associates Pvt. Ltd.
- Buragohain Tea Company Ltd.
- Assam Tea Brokers Pvt. Ltd.
- Super Packaging Ltd.
- Rockland Realty Pvt. Ltd.
- Morris Construction Pvt. Ltd.
- Hacienda Properties Pvt. Ltd.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(d) Transactions during the year and Balance at year end with Associates

Particulars	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs	As at 1st April, 2016 Rs. Lakhs
<u>Rent Received</u>			
Heritage North East Pvt. Ltd.	2.00	2.00	-
<u>Net Balance outstanding at the end of the year [Dr. / (Cr.)]</u>			
Heritage North East Pvt. Ltd.	16.36	16.36	7.50
Kaziranga Golf Club Pvt. Ltd.	-	-	(1.67)

Due from a Private Limited Company in which one of the Directors is interested - Nil. (as at 31st March, 2017 - Rs. 16.36 lakhs, as at 1st April, 2016 - Rs. 7.50 lakhs.)

(e) Transaction during the year with Key Management Personnel

Particulars	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
<u>Short Term Employee Benefits</u>		
Somnath Chatterjee	33.18	38.21
Debdip Chowdhury	19.71	16.87
Tapas Chatterjee	13.91	10.46
Siddartha Gupta	3.13	7.00
Goutamanshu Mukhopadhyay	5.65	-
<u>Post-Employment Benefits[†]</u>		
Somnath Chatterjee	1.87	1.87
Debdip Chowdhury	0.53	0.53
Siddartha Gupta	0.10	0.43
<u>Sitting Fees</u>		
Anuradha Farley	0.80	0.35
Basant Kumar Goswami	1.60	1.42
Prabir Kumar Datta	1.30	1.26
Amit Chowdhuri	4.84	3.54
Anjan Ghosh	6.00	4.48
Bhramar Kumar Mahanta	0.80	0.90
Raj Kamal Bhuyan	1.40	1.10
Gargi Barooah	-	0.15
<u>Dividends Paid</u>		
Anuradha Farley	0.14	0.14
Bhramar Kumar Mahanta	0.01	0.01
Somnath Chatterjee	7.37	7.37
Gargi Barooah	0.01	0.01
Tapas Chatterjee	0.00 *	0.00 *

[†] Post-Employment Benefits as above do not include amounts relating to defined benefit gratuity plan as actuarial valuation for gratuity plan is made for each component of the group as a whole.

*The figure is below the rounding off levels used in the financial statements.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(f) Transactions during the year and Balance at year end with Other Related Parties

Particulars	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs	As at 1st April, 2016 Rs. Lakhs
<u>Purchase of Green Leaf</u>			
Buragohain Tea Company Ltd.	399.78	383.04	-
<u>Sale of Packaging Materials</u>			
Barooahs & Associates Pvt. Ltd.	13.04	2.07	-
<u>Receipt of Services</u>			
Barooahs & Associates Pvt. Ltd.	206.56	185.05	-
Assam Tea Brokers Pvt. Ltd.	34.42	34.82	-
<u>Reimbursement of Service Charges</u>			
Assam Tea Brokers Pvt. Ltd.	0.38	0.38	-
<u>Net Balance outstanding at the end of the year [Dr. / (Cr.)]</u>			
Buragohain Tea Company Ltd.	728.37	673.86	536.08
Barooahs & Associates Pvt. Ltd.	517.33	565.54	624.47
Hacienda Properties Pvt. Ltd.	25.47	25.47	25.47
Assam Tea Brokers Pvt. Ltd.	23.14	64.54	65.11

43.3. Disclosure regarding Micro, Small and Medium Enterprises

	Current Year Rs. Lakhs	Previous Year Rs. Lakhs
(a) The principal amount and interest due thereon, if any, remaining unpaid at the end of the period to any supplier who fall within the meaning of Sec 2(n) of the Micro, Small and Medium Enterprises Act, 2006 and who have informed the Group accordingly.		
- Principal	15.63	19.99
- Interest	-	-
b) The amount of interest accrued and remaining unpaid at the end of the period	0.13	0.12
c) The amount of interest paid in terms of Sec 16, along with the amount of payment made to the supplier beyond the appointed day during the period.		
- Principal	-	-
- Interest	-	-
d) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the Micro and Small Enterprises.	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

43.4. Details of Consumption

Particulars	Current Year		Previous Year	
	Rs. Lakhs	Percentage	Rs. Lakhs	Percentage
Stores & Spares				
- Indigenous	889.50	100.00%	740.25	100.00%
- Imported	–	0.00%	–	0.00%
	Kgs. in Lakhs	Rs. Lakhs	Kgs. in Lakhs	Rs. Lakhs
Raw Materials (Tea)				
- Green leaf plucked*	156.26	N/A	155.06	N/A
- Green leaf purchased (inclusive of carrying charges)	107.25	2,405.11	98.02	2,039.18
	Rs. Lakhs	Percentage	Rs. Lakhs	Percentage
Raw Materials (Packaging)				
- Indigenous	2,841.62	64.40%	2,035.71	58.74%
- Imported	1,571.05	35.60%	1,429.81	41.26%

*Value cannot be attributed to green leaf plucked as the same is produced in the Groups' own Tea Estates.

43.5. Contingent Liabilities and Claims Against the Group not acknowledged as Debts

Particulars	As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs	As at 1st April, 2016 Rs. Lakhs
- Demand under Excise Duty under appeal	12.62	12.62	12.62
- Assam Agricultural Income Tax demand under appeal	180.54	180.54	131.07
- Demand under Income Tax Act, 1961	15.64	15.64	0.35
- Central Sales Tax	7.87	7.87	7.87
- Orissa Value Added Tax	1.38	1.38	1.38
- Employees State Insurance	0.61	0.61	0.61

43.6. Events occurring after the Balance Sheet Date

Refer Note No. 41 for the final dividend recommended by the Board of Directors of the Company which is subject to approval of the shareholders in the ensuing Annual General Meeting.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

43.7. Assets Pledged as Security

The carrying amounts of assets pledged as security for current and non-current borrowings are:-

Particulars	As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs	As at 1st April, 2016 Rs. Lakhs
Current Assets			
Financial Assets			
Trade Receivables (Refer Note No. 12)	1,467.70	1,152.56	1,152.56
Cash and Cash Equivalents (Refer Note No. 13)	125.68	321.57	275.68
Bank Balances Other than Cash & Cash Equivalents (Refer Note No. 14)	139.97	150.68	54.24
Loans (Refer Note No.15)	138.03	125.21	107.42
Other Financial Assets (Refer Note No. 16)	17.96	14.34	15.09
Total Charge on Financial Assets	1,889.34	1,764.36	1,604.99
Non-Financial Assets			
Inventories (Refer Note No. 10)	2,649.70	2,277.32	1,658.32
Biological Assets (Other than Bearer Plants) (Refer Note No. 11)	19.71	16.14	12.20
Other Current Assets (Refer Note No.17)	1,080.93	1,017.91	846.82
Total Charge on Non-Financial Assets	3,750.34	3,311.37	2,517.34
Total Current Assets Pledged as Security	5,639.68	5,075.73	4,122.33
Non-Current Assets			
Property, Plant & Equipment (Refer Note No. 4)	7,002.14	5,658.17	5,596.98
Total Non-Current Assets Pledged as Security	7,002.14	5,658.17	5,596.98
TOTAL ASSETS PLEDGED AS SECURITY	12,641.82	10,733.90	9,719.31

43.8. Capitalisation of Borrowing Costs

The Group had commenced construction of a new tea manufacturing factory at Sangsua Tea Estate during the financial year 2013-14, which has been completed during the financial year 2017-18 and its cost has accordingly been capitalised. The construction of the factory has been financed by a Term Loan from United Bank of India. The amount of borrowing cost capitalised during the year ended 31st March, 2018 is Rs. 58.41 lakhs (during year ended 31st March, 2017 – Rs. 58.76 lakhs).

43.9 Capital Commitments

Estimated value of contracts on capital account remaining to be executed and not provided for as on 31st March, 2018 – nil (as on 31st March, 2017 – nil; as on 1st April, 2016 – Rs. 152.92 lakhs).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

43.10. Fair Value Measurements

Financial Instruments by Category

Particulars	As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs	As at 1st April, 2016 Rs. Lakhs
Financial Assets			
<i>Measured at Amortised Cost</i>			
- Investments	0.01	0.01	0.01
- Trade Receivables	1,467.70	1,152.56	1,152.56
- Cash and Cash Equivalents	125.68	321.57	275.68
- Bank Balances other than Cash and Cash Equivalents	188.74	228.55	129.29
- Loans	138.03	125.21	107.42
- Other Financial Assets	185.92	76.16	119.66
	2,106.08	1,904.06	1,784.62
<i>Measured at Fair Value Through OCI</i>			
- Investments	4.95	4.16	3.26
Total Financial Assets	2,111.03	1,908.22	1,787.88
Financial Liabilities			
<i>Measured at Amortised Cost</i>			
- Borrowings	3,930.48	4,371.85	3,299.57
- Trade Payables	1,892.25	1,518.62	1,171.14
- Other Financial Liabilities	635.99	602.78	849.92
Total Financial Liabilities	6,458.72	6,493.25	5,320.63

Fair Value Hierarchy for Financial Instruments

The fair value of financial instruments as mentioned above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements). The categories used are as follows :-

- Level 1 : Quoted prices for identical instruments in an active market;
- Level 2 : Directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3 : Inputs which are not based on observable market data.

The fair values of financial assets (other than those measured at fair value through Other Comprehensive Income) and financial liabilities are considered to be equal to the carrying amounts of these items due to their being short term in nature and therefore devoid of any material financing component.

There has been no change in the valuation methodology for Level 3 inputs during the year. The Company has not classified any material financial instruments under Level 3 of the fair value hierarchy. There were no transfers between Level 1 and Level 2 during the year. The following table



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

presents the fair value hierarchy of financial assets and liabilities measured at fair value on a recurring basis:-

Particulars	Fair Value Hierarchy (Level)	Fair Value		
		As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs	As at 1st April, 2016 Rs. Lakhs
Financial Assets				
<i>Measured at Fair Value Through OCI</i>				
- Investment in Quoted Equity Instruments	1	1.39	1.26	1.08
- Investment in Unquoted Equity Instruments	3	3.56	2.90	2.18

For investments in unquoted equity instruments book value per share, as calculated from the latest available financial statements of such unlisted companies, is considered as fair value of such investments. Discounted Cash Flow technique has not been used since a reliable forecast of cash flow of such companies could not be arrived at.

Fair Value Hierarchy for Biological Assets (Other than Bearer Plants)

The following table presents the fair value hierarchy of Biological Assets (Other than Bearer Plants) for which fair value less cost to sell have been disclosed in the financial statements:-

Particulars	Fair Value Hierarchy (Level)	Fair Value less cost to sell		
		As at 31st March, 2018 Rs. Lakhs	As at 31st March, 2017 Rs. Lakhs	As at 1st April, 2016 Rs. Lakhs
Biological Assets (Other than Bearer Plants)				
Unplucked Tea Leaves on Bush	2	19.71	16.14	12.20

43.11. Financial Risk Management

The Group's principal financial liabilities comprise of borrowings, trade payables and other financial liabilities. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade receivables and cash & bank balances. The Group also holds FVTOCI Investments.

The Group's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Group focuses on a system-based approach to business risk management. Its financial risk management process seeks to enable the timely identification, evaluation and effective management of key risk areas facing the business.

a. Market Risk

i. Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign currency exchange rates. The only source of foreign currency risk is import of raw materials for packaging segment. However, changes

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

in foreign currency rates as at 31st March, 2018 and 31st March, 2017 would not impact the consolidated profits for the period so stated.

ii. Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows from a financial instrument will fluctuate because of changes in market interest rates.

The Group's main interest rate risk arises from short term and long term borrowings with variable interest rate. The exposure of the Group's financial assets and liabilities as at 31st March 2018, 31st March 2017 and 1st April 2016 to interest rate risk are as follows:-

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	Fixed Rate	Floating Rate	Fixed Rate	Floating Rate	Fixed Rate	Floating Rate
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
Financial Assets	332.23	-	269.28	-	216.82	-
Financial Liabilities	-	4,219.48	4.18	4,645.71	9.74	3,801.06
Total	332.23	4,219.48	273.46	4,645.71	226.56	3,801.06

Increase / decrease of 50 basis points in interest rates (keeping all other variables constant) as at the balance sheet date would result in an impact (decrease / increase in case of net income) of Rs. 20.50 lakhs and Rs. 19.38 lakhs on consolidated profit before tax for the year ended 31st March, 2018 and 31st March, 2017 respectively.

b. Credit Risk

Credit risk is the risk of financial loss arising from default / failure by the counterparty to meet financial obligations as per the terms of contract. The Group is exposed to credit risk for trade receivables and loans. None of the financial instruments of the Group result in material concentration of credit risks. Credit risk on receivables is minimum since sales through different modes are made after judging the credit worthiness of the customers or receiving advance payment. The history of defaults has been minimal and outstanding trade receivables are monitored on a regular basis. For credit risk on the loans to various parties the Group does not expect any material risk on account of non-performance by any of the parties.

c. Liquidity Risk

Liquidity risk refers to the risk that the Group may fail to honour its financial obligations in accordance with terms of contract. To mitigate such liquidity risk the Group maintains sufficient balance of cash and cash equivalents together with availability of funds through an adequate amount of committed credit facilities to meet its obligations when due. The table below provides the details regarding the remaining contractual maturities of significant financial liabilities as on the reporting date:-



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Particulars	Carrying Amount Rs. Lakhs	Maturity less than 1 year Rs. Lakhs	Maturity more than 1 year Rs. Lakhs
As at 1st April, 2016			
Borrowings	3,299.57	2,747.51	552.06
Trade Payables	1,171.14	1,171.14	-
Other Financial Liabilities	849.92	849.92	-
Total	5,320.63	4,768.57	552.06
As at 31st March, 2017			
Borrowings	4,371.85	3,886.78	485.07
Trade Payables	1,518.62	1,518.62	-
Other Financial Liabilities	602.78	602.78	-
Total	6,493.25	6,008.18	485.07
As at 31st March, 2018			
Borrowings	3,930.48	3,689.58	240.90
Trade Payables	1,892.25	1,892.25	-
Other Financial Liabilities	635.99	635.99	-
Total	6,458.72	6,217.82	240.90

d. Agricultural Risk

The Group is also engaged in the business of cultivation and manufacturing of tea. Cultivation of tea being an agricultural activity, there are certain specific financial risks. These financial risks arise mainly due to adverse weather conditions and logistic problems inherent to remote areas. The Group manages the above financial risks in the following manner:-

- Sufficient inventory levels of agro chemicals, fertilizers and other inputs are maintained so that timely corrective action can be taken in case of adverse weather conditions.
- Slightly higher level of consumable stores viz. packing materials and HSD are maintained in order to mitigate financial risk arising from logistic problems.
- Sufficient working capital facility is obtained from banks in such a way that cultivation, manufacture and sale of made tea is not adversely affected even in times of adverse conditions.

43.12. Capital Management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves. The primary objective of the Group is to maximise shareholders' value. The Group manages its capital structure and makes adjustments in the light of the changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. In order to achieve the overall objective as elicited above, the Group's capital management among other things, aims to ensure that it meets the financial covenants attached to interest bearing loans and borrowings that define the capital structure requirements. There have been no breaches in the financial covenants of any interest bearing loans and borrowings in the reported periods. No changes were made in the objectives, policies or processes for managing capital during the year ended 31st March, 2018 and 31st March, 2017.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

43.13. Reconciliation of Tax Expense and Accounting Profit multiplied by Tax Rate

Particulars	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Profit / (Loss) Before Tax	1,520.13	993.21
Tax at an average rate	494.15	325.78
<u>Tax Effects of amounts which are not deductible / (taxable) in calculating taxable income :-</u>		
- Corporate Social Responsibility Activities	7.97	6.74
- Replanting Expenses	(54.14)	(58.09)
- Loss on Sale of Assets	7.59	8.10
- Other Items	(2.61)	12.36
Total Tax Expenses	452.96	294.89

43.14. Operating Segments

The group has two business segments viz. tea and packaging. The disclosures regarding the Operating Segments have been summarised below :-

Sl No.	Particulars	Tea Rs. Lakhs	Packaging Rs. Lakhs	Total Rs. Lakhs
A.	Segment Revenue			
	Gross Turnover	12,185.46	6,904.04	19,089.50
		(10,298.11)	(5,805.74)	(16,103.85)
B.	Segment Results			
	Profit/(Loss) before Tax and Finance Cost	1,174.64	851.12	2,025.76
		(827.65)	(642.23)	(1,469.88)
	Less : Finance Cost	367.73	137.90	505.63
		(323.04)	(153.63)	(476.67)
	Profit/(Loss) Before Tax	806.91	713.22	1,520.13
		(504.61)	(488.60)	(993.21)
C.	Segment Assets and Liabilities			
	Assets	10,976.09	5,350.95	16,327.04
		(10,980.66)	(4,251.04)	(15,231.70)
	Liabilities	5,987.82	2,688.13	8,675.95
		(6,440.13)	(2,058.78)	(8,498.91)

Figures in brackets represent previous year figures.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

43.15. Comparability of Other Current Assets and Other Current Liabilities

Consequent to introduction of Goods and Service Tax during the financial year 2017-18, inter-state stock transfer of goods has become taxable with availability of input tax credit. As a result, movement in the figures of Other Current Assets and Other Current Liabilities is not comparable with that of earlier periods.

43.16. Value of Green Leaf Produced in the Group's Own Tea Estates

Value of green leaf produced in the Group's own tea estates is not ascertainable. However, cost of materials consumed represents only cost of green leaf purchased from other tea growers.

43.17. Donation to Political Parties

During the year ended 31st March, 2018 donation to political parties is Rs. Nil (during the year ended 31st March, 2017 Rs. 10.00 lakhs each to Indian National Congress Party and Bharatiya Janata Party).

43.18. Loans, Advances, Trade & Other Receivables

No loans, advances, trade or other receivables were due from directors or other officers of the Group either severally or jointly with any other person, except as has been disclosed. Nor were any loans, advances, trade or other receivables due from firms or private companies respectively in which any director is a partner, a director or a member, except as has been disclosed.

43.19. Details of Corporate Social Responsibility Expenditure

Particulars	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
Amount required to be spent by the Company during the year	24.97	21.28
Amount spent during the year by the Company for:-		
(i) Construction / Acquisition of any asset:-		
(a) In Cash	-	-
(b) Yet to be paid in cash	-	-
(ii) Purposes other than (i) above:-		
(a) In Cash	25.09	21.57
(b) Yet to be paid in cash	-	-
	25.09	21.57
Total Amount Spent [(i) + (ii)]	25.09	21.57

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

43.20. Details of Payment to Auditor

Particulars	For the year ended 31st March, 2018 Rs. Lakhs	For the year ended 31st March, 2017 Rs. Lakhs
As Auditor:-		
Audit Fees	3.75	3.38
Tax Audit Fees	1.30	1.12
In other capacity:-		
Certification Fees	2.92	2.20
Total	7.97	6.70*

*Previous year figures are inclusive of Service Tax in case of Parent Company.

43.21. Repayment Schedule for Term Loan from United Bank of India for Holding Company

Due Date	Rs. in lakhs	Due Date	Rs. in lakhs
30/09/2016	90.00	31/03/2019	75.00
31/03/2017	90.00	30/06/2019	55.00
30/06/2017	30.00	30/09/2019	100.00
30/09/2017	91.50	31/12/2019	55.00
31/12/2017	30.00	31/03/2020	100.00
31/03/2018	91.50	30/06/2020	55.00
30/06/2018	55.00	31/12/2020	55.00
30/09/2018	75.00	30/06/2021	55.00
31/12/2018	55.00	31/12/2021	55.00

43.22. Previous years figures have been regrouped and rearranged wherever considered necessary.

Signatures to Notes 1 to 43

For **GHOSAL, BASU & RAY**

Chartered Accountants

FRN:315080E

Prasun Kr. Basu

Partner

Membership No. 016178

Place : Kolkata

Date : 21st May, 2018

For **B&A LIMITED**

Somnath Chatterjee

Managing Director

Anjan Ghosh

Director

Tapas Chatterjee
Chief Financial Officer

Anuradha Farley

Chairman

Debdip Chowdhury
Company Secretary



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

1) Sl. No.	:	Not Applicable
2) Name of the Subsidiary	:	B & A Packaging India Limited
3) Reporting period for the subsidiary concerned, if different from the holding company's reporting period	:	Reporting period of both Companies are 1st April, 2017 to 31st March, 2018
4) Reporting currency and exchange rate as on the last date of the relevant financial year in case of foreign subsidiaries	:	N.A.
5) Share Capital	:	Rs. 498.03 lakhs
6) Reserves & Surplus	:	Rs. 1,933.66 lakhs
7) Total Assets	:	Rs. 5,383.04 lakhs
8) Total Liabilities	:	Rs. 5,383.04 lakhs
9) Investments	:	Nil
10) Turnover	:	Rs. 6,972.53 lakhs
11) Profit before Taxation	:	Rs. 758.49 lakhs
12) Provision for Taxation	:	Rs. 278.42 lakhs
13) Profit after Taxation	:	Rs. 480.07 lakhs
14) Proposed Dividend	:	Rs. 24.80 lakhs
15) % of shareholding	:	71.66%
i) Name of subsidiaries which are yet to commence operations	:	Nil
ii) Name of subsidiaries which have been liquidated or sold during the year	:	Nil

Part "B" : Associates and Joint Ventures

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

- (i) The company has no associate company in terms of Section 2(6) of the Companies Act, 2013. The Company has no joint ventures.
- (ii) Names of associates or joint ventures which are yet to commence operations : Not Applicable
- (iii) Names of associates or joint ventures which have been liquidated or sold during the year : Not Applicable





B&A Limited

CIN: L01132AS1915PLC000200

Registered Office : Indu Bhawan, Mahatma Gandhi Road, Jorhat - 785001, Assam

Corporate Office : 113, Park Street, 9th Floor, Kolkata - 700016

Phone : (033) 2265 7389, (033) 40047472, Fax (033) 2265 1388

Email : investorrelations@bandaltd.in, Website: www.barooahs.com

ECS MANDATE FORM

To

MCS Share Transfer Agent Ltd.

12/1/5, Manohar Pukur Road (Ground floor) Kolkata 700026

Phone: (033) 4072-4051 (3 lines)

Fax: (033) 4072 4050, Email: mcssta@rediffmail.com

Ref : Payment of Dividend Please Tick One :

I wish to participate in the Electronic Clearing Service (ECS) introduced by Reserve Bank of India.

I do not wish to participate in the ECS. However, kindly print the bank particulars given below on the Dividend Warrant being sent to me.

- 1) Name of the Holder (in block letter) :
- 2) Regd. Folio No. :
- 3) Particulars of Bank :
 - a) Name of Bank :
 - b) Branch Address :
 - c) 9 digit Code Number of the Bank & Branch as appearing in the MICR
Cheque issued by theBank

--	--	--	--	--	--	--	--	--

(Please attach a photocopy or blank cancelled cheque issued by your Bank relating to your above account for verifying accuracy of the Code No.)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Savings	Current	Cash Credit
 - d) Account Type (Please Tick): : Savings Current Cash Credit
 - e) Ledger Folio No. of your Bank Account (if any) :
 - f) Account No. :

I here by declare that the particulars above given are correct and complete. I undertake to inform any subsequent changes in my above particulars before the relevant book closure dates. If the payment is delayed or not effected at all for any reason(s) beyond the control of the Company, I would not hold the Company responsible.

Place :

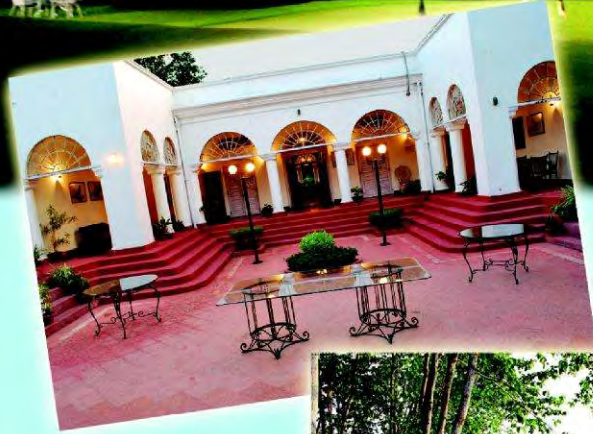
Date:

Signature of the First Holder

NOTES :

- 1) Please ensure that the details submitted by you are correct as any error therein could result in the dividend payment to be credited to a wrong account.
- 2) Attach a xerox copy of a cheque or blank cancelled banks name, branch name and code number.
- 3) The 9 digit code number of your bank and branch is mentioned on the MICR band next to the Cheque number.
- 4) Members desirous to participate in ECS / to get bank particulars printed in the dividend warrants, are requested to complete this form and send to the Registrar at the above mentioned address on or before 20th September, 2018
- 5) Member should note that ECS instructions will supersede the instructions regarding Bank details given by the members earlier.





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