



**THE COCHIN MALABAR ESTATES  
AND INDUSTRIES LIMITED**



**ANNUAL REPORT  
2013**

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# Corporate INFORMATION

## Board of Directors

**H. Bangur**

*Chairman*

**P. J. Bhide**

*Director*

**B. R. Bhansali**

*Director*

**K. C. Mohta**

*Director*

**B. L. Dhanuka**

*Director*

## Banker

State Bank of Travancore

## Auditors

Singhi & Co.

Chartered Accountants

## Registrar and Transfer Agent

Maheshwari Datamatics Pvt. Ltd.

6, Mangoe Lane, 2nd Floor

Kolkata - 700 001

## Garden

Kinalur Rubber Estate, Kerala

## Registered Office

21, Strand Road

Kolkata - 700 001

West Bengal



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## Directors' REPORT

### *To the Members,*

Your Directors have pleasure in presenting their 83rd Annual Report and Audited Accounts of the Company for the year ended 31st March, 2013.

#### FINANCIAL PERFORMANCE

(Amount in ₹)

	31.03.2013	31.03.2012
Profit/(Loss) for the year before Depreciation	(41,301,998)	57,989,733
Deduct : Depreciation	–	5,079,602
Profit/(Loss) before Tax	(41,301,998)	52,910,131
Deduct : (Provision for Corporate Taxation)/Excess Tax Provision of earlier years written back	5,729,928	–
Net Profit/(Loss)	(35,572,070)	52,910,131
Add : Balance of Profit/(Loss) brought forward from previous year	(243,027,650)	(295,937,781)
Add : Adjustment due to Scheme of Arrangement	(78,698,646)	–
Add : Net impact on Profit / (Loss) for 01/04/2011 to 31/03/2012 due to Scheme of Arrangement	(63,772,538)	–
Balance Carried to Balance Sheet	(421,070,904)	(243,027,650)

#### DIVIDEND

In view of accumulated losses, your Directors regret their inability to propose any dividend for the year ended 31st March, 2013.

#### SCHEME OF ARRANGEMENT

The Company since received final order from the Hon'ble High Court of Calcutta confirming the Scheme of Arrangement by which the Cochin Plantation Division of the Company comprising of Chemoni, Echipara & Pudukad Rubber Estates, Pullikanam & Kolahalmedu Tea Estates and legal proceedings of Sampaji Rubber Estates demerged from the Company and merged with Joonktolee Tea & Industries Ltd. The Company has already implemented the Scheme of Arrangement. The aforesaid financial results depicts the results after demerger of the Cochin Plantation Division.

#### OPERATIONAL REVIEW

Since the Company did not have any manufacturing activities during the current year, it incurred losses to the tune of ₹ 355.72 Lacs. After the demerger of the Cochin Plantation Division, the Company has only Kinalur Rubber Estate with a Rubber Wood Factory. The Kinalur Rubber Estate is in litigation and as such there was no operation. In view of the ban imposed by the forest department, the Rubber Wood Factory at Kinalur still continues to be non-operational. The representation of the Company before the forest department for withdrawal of ban is pending. Operations at Goa properties were also suspended long back.

#### DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors of the Company confirms :

- i) that in the preparation of the annual accounts, the applicable Accounting Standards have been followed and there has been no material departure;



## Directors' REPORT

- ii) that the selected Accounting Policies were applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2013 and of the profits of the Company for the year ended on that date;
- iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the annual accounts have been prepared on a going concern basis; and
- v) that the Company has adequate internal systems and controls to ensure compliance of laws applicable to the Company.

### HOLDING COMPANY

M/s. Joonktollee Tea & Industries Ltd. continues to remain the Holding Company of the Company by virtue of Section 4(1)(a) of the Companies Act, 1956.

### SUBSIDIARY COMPANY

M/s. Cochin Estates Ltd. ceased to be a subsidiary of the Company w.e.f. 12th February, 2013 and as such the Company does not have any subsidiary as on 31st March, 2013.

### FIXED DEPOSITS

The Company has not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

### SECRETARIAL COMPLIANCE CERTIFICATE

As required under the provisions of Section 383A of the Companies Act, 1956, Certificate from a Practicing Company Secretary forming part of this Report is attached herewith.

### DIRECTORS

Shri Hemant Bangur and Shri K. C. Mohta retire by rotation and being eligible, offer themselves for re-appointment.

### AUDITORS & AUDITORS' REPORT

Messrs. Singhi & Co. Chartered Accountants, Auditors of the Company, retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

With regard to the observations made by the Auditors in their report the relevant Notes to Accounts are self explanatory.

### PARTICULARS OF EMPLOYEES

The Company had no employee of the category specified under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of employees) Rules, 1975, as amended.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Since the Company did not have any manufacturing activity during the current Financial Year ended 31st March, 2013 information in accordance with the provisions of Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not attached.

### ACKNOWLEDGEMENT

Your Directors take this opportunity to express their appreciation for assistance and co-operation received from the commercial banks and other authorities. Your Directors also thank the employees of the Company for their valuable service and support during the year.

On behalf of the Board

Place : Kolkata

Dated : 11th May, 2013

**H. Bangur**  
Chairman

## Annexure TO THE DIRECTORS' REPORT

### Compliance Certificate

Under Rule 3 of the Companies (Compliance Certificate) Rules, 2001

CIN NO. L01132WB1991PLC152586

Reg. No. : 21-152586

Authorized Capital: ₹ 50,000,000/-

Paid-up Capital : ₹ 17,719,080/-

To

The Members of

**The Cochin Malabar Estates and Industries Limited**

I have examined the registers, records, books and papers of The Cochin Malabar Estates and Industries Limited as required to be maintained under the Companies Act, 1956 and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2013. In my opinion and to the best of information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year :

1. The Company has kept and maintained all registers as stated in Annexure "A" to this certificate, as per the provisions of the Act and the rules made there under and all the entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in Annexure "B" to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company being a Public Limited Company, has the minimum prescribed paid-up capital. The Company is a subsidiary of Joonktollee Tea & Industries Limited by virtue of Section 4(1) (a) of the Companies Act, 1956.
4. The Board of Directors duly met five (5) times respectively on 12.05.2012, 07.08.2012, 12.11.2012, 28.01.2013 and 13.02.2013 in respect of which the proceedings were properly recorded and signed in the Minutes book maintained for the purpose.
5. The Company closed its Register of Members from 15th December, 2012 to 21st December, 2012 (inclusive of both days) and necessary compliance of Section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31.03.2012 was held on 21.12.2012 and the resolution passed there at where duly recorded in Minutes Book maintained for the purpose.
7. No Extraordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans during the financial year to its Directors, or Persons or Companies as referred under Section 295 of the Companies Act, 1956.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company has made necessary entries in the register maintained under Section 301 of the Companies Act, 1956.
11. As there were no instances, during the financial year, falling within the purview of Section 314 of the Act, the Company has not obtained any approval from the Board of Directors, Members or Central Government as the case may be.
12. The Company has not issued any duplicate shares certificate during the financial year.
13. i) There was no allotment of securities during the financial year. However, the Company has delivered all the certificates on transfer of shares within the time prescribed under the Act.  
ii) The Company has not deposited any amount in a separate bank account as no dividend was declared during the financial year.  
iii) The Company was not required to post dividend warrants to any member as no dividend was declared during the financial year.



## Annexure TO THE DIRECTORS' REPORT

- iv) The Company was not required to transfer any amount to Investor Education and Protection Fund during the financial year.
- v) The Company has complied with the requirements of Section 217 of the Companies Act, 1956.
14. The Board of Directors of the Company is duly constituted. There was no appointment of Additional Directors, Alternate Directors and Directors to fill casual vacancy during the financial year.
15. The Company has not appointed any Managing Director/ Whole-time Director/Manager during the financial year.
16. The Company has not appointed any sole selling agent during the financial year.
17. The Company was required to obtain approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as prescribed under various provisions of the Act during the financial year.
- Application to CG for appointment of Cost Auditor.
  - Application to ROC for Extension of period of AGM.
18. The Directors have disclosed their interest in other Firms/Companies to the Board of Directors pursuant to the provisions of the Companies Act, 1956 and the rules made there under.
19. The Company has not issued any shares/securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year. However, the Company has no debentures, thus redemption of debentures is not applicable.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits including any unsecured loan falling within the purview of Section 58A during the financial year.
24. The amount borrowed by the Company from banks and others during the financial year are within the borrowing limits of the Company and necessary resolution as per Section 293(1) (d) have been passed in the general meeting.
25. The Company has not made any loans, investments or advances or given guarantees or provided securities to other bodies corporate during the year under review and consequently no entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to the name of the Company during the year scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to the share capital of the Company during the year scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. I was given to understand by the management that there was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment imposed on the Company during the financial year for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company has not constituted a separate Provident Fund trust for its employees or class of its employees as contemplated under Section 418 of the Act.

Place : Kolkata  
Date : 11th May, 2013

**Sweety Kapoor**  
*Practising Company Secretary*  
C.P. No. : 5738

## Annexure TO THE DIRECTORS' REPORT

### Annexure - "A"

#### Registers as maintained by the Company

1. Register of Member under Section 150 and Index of Members under Section 151.
2. Register of Charges under Section 143.
3. Register of Returns under Section 163.
4. Minutes Book of Board Meeting under Section 193.
5. Minutes Book of General Meeting under Section 193.
6. Books of Accounts under Section 209.
7. Register of Share Transfers.
8. Register of particulars of Contracts in which Directors are interested under Section Section 301(3).
9. Register of Directors, Managing Director, Manager and Secretary under Section 303.
10. Register of Directors' shareholding under Section 307.
11. Register of Investments or Loans made, Guarantee given or Security provided under Section 372A.
12. Register of Renewed and Duplicate Certificates under Rule 7 of the Companies (Issue of share Certificate) Rules, 1960.

### Annexure -"B"

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other Authorities during the financial year ended on 31st March, 2013.

Sl. No.	Form No.	Filed u/s	For	Date of filing	If delay in filing whether requisite additional fee paid Yes / No
1.	23	192	Special Resolution	26-04-2012	N.A.
2.	23C	233B(2)	Application to CG for appointment of Cost Auditor	28-06-2012	N.A.
3.	61	166(1)	Application to ROC for Extension of period of AGM	16-07-2012	N.A.
4.	23B	224	Appointment of Statutory Auditors	24-12-2012	N.A.
5.	66	383A	Compliance Certificate as on 31.03.2012	03-01-2013	N.A.
6.	21	394(1)	Notice of Court	15-01-2013	N.A.
7.	20B	159	Filing of Annual Return	19-01-2013	N.A.
8.	23AC/23ACA XBRL	220 220	Balance Sheet as on 31.03.2012 Statement of Profit & Loss as on 31.03.2012	13-02-2013	N.A.





## Independent AUDITORS' REPORT

To The Members of  
**The Cochin Malabar Estates and Industries Limited**

### 1. REPORT ON THE FINANCIAL STATEMENTS

We have audited the attached financial statements of **THE COCHIN MALABAR ESTATES AND INDUSTRIES LIMITED** as at 31st March 2013, which comprise the Balance Sheet as at 31st March, 2013 and the Statement of Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

### 2. MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

### 3. AUDITOR'S RESPONSIBILITY

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the

appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

### 4. OPINION

In our opinion and to the best of our information and according to the explanations given to us, the financial statements, subject to our observations in Paragraph 5 below, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) in the case of the Statement of Profit & Loss, of the Loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### 5. EMPHASIS OF MATTERS

*Reference is invited to the following observations, impact of which on the Company's Profit/Loss, wherever ascertainable, is stated in the respective notes below:*

- i) *We are unable to express an opinion about the profitability of Kinalur estate, the physical condition of the assets of the estate and adjustment arising out of cancellation of contract as detailed in additional note appended to Note No. 2.7 of the financial statements.*
  - ii) *Additional Note appended to Note No. 2.8 of the financial statements regarding non provision of Depreciation in respect of Rubber Wood Division and Kinalur Estate amounting to ₹ 13.19 Lacs. (cumulative depreciation unprovided upto 31-03-2013 ₹ 92.11 Lacs).*
6. The Cochin Plantation division of the company has been demerged w.e.f. 01.04.2011 pursuant to the Scheme of Arrangement as outlined in Note No. 2.23 B additional notes to the financial statements. Accordingly, the financial statements of the company have been drawn up giving effect to the said Scheme.

## Independent AUDITORS' REPORT

### 7. REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by the Companies (Auditor's Report) Order 2003 (as amended) issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we give in the Annexure a statement on the matters specified in paragraph 4 & 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that :

- a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit; except to the extent indicated in paragraph 5 above;
- b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books, except to the extent indicated in paragraph 5 above;
- c) The Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- d) In our opinion, the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956, except to the extent indicated in paragraph 5 (ii) above;
- e) On the basis of the written representations received from the directors as on 31st March, 2013 and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31st March 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;

For **SINGHI & CO.**  
*Chartered Accountants*  
Firm Registration No. 302049E

**Sudesh Choraria**

*Partner*

Place : Chennai  
Dated : 11th May, 2013

Membership No. 204936



## Annexure to the INDEPENDENT AUDITORS' REPORT

(Referred to in our Report of even date on the Financial Statements of THE COCHIN MALABAR ESTATES AND INDUSTRIES LIMITED as at and for the year ended 31st March, 2013).

1. (i) The Company has maintained proper records to show full particulars including quantitative details and situation of its Fixed Assets.
- (ii) Fixed Assets of the Company, other than those of Kinalur Estate Division, were physically verified during the year by the management. According to the information and explanations given to us no material discrepancies were noticed on physical verification carried on by the management.
- (iii) Pursuant to the Scheme of Arrangement between Joonktolee Tea & Industries Ltd and the company as approved by Shareholders of the respective companies on 5th April 2012 and sanctioned by the Hon'ble High Court at Calcutta on 3rd December 2012 under the provisions of The Companies Act, 1956, the Cochin Plantation

Division of the Company has been demerged from the company w.e.f. 01.04.2011.

2. No inventories were held by the company at the close of the year.
3. a) As per the information & explanations provided to us, the company has granted unsecured Loan to its subsidiary company (upto 12.02.2013) listed in the register maintained under Section 301 of the Companies Act, 1956. However the terms and conditions are not prejudicial to the interest of the company. The maximum balance during the year is ₹ 3,08,718 and the closing balance as on 31st March, 2013 is ₹ 3,08,718.
- b) The company has taken loans, secured and unsecured, from the companies listed in the register maintained under Section 301 of the Companies Act, 1956 as per details given below. However, the terms and conditions are not prejudicial to the interest of the company.
- c) The payment of the principal amount and interest are as per the agreed terms.

Particulars	No. of Parties	Aggregate of Balance outstanding as on 31st March, 2013 (₹ in Lacs)	Aggregate of Maximum Balance during the year (₹ in Lacs)	Rate of Interest	Security Details
Secured Loan from Joonktolee Tea & Industries Ltd.	1	524.27	524.27	Nil	Secured against equitable mortgage of Kinalur estate, rubber wood factory and landed properties at Goa
Unsecured Loans taken	1	1,885.52	1,885.52	18%	—

4. On the basis of checks carried out during the course of audit and as per explanations given to us, in our opinion, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of Inventory and Fixed Assets and for the sale of goods and services. During the course of our Audit, no major weakness has been noticed in the internal controls in these respects.
5. As per the information and explanations given to us, no transactions have been undertaken during the year in pursuance of contracts or arrangements that need

to be entered into the register maintained under Section 301 of the Companies Act, 1956.

6. The company has not accepted any deposits from the public during the year, to which the provisions of Section 58-A, 58-AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under apply.
7. The company has an Internal Audit System commensurate with the size and nature of its business.
8. As the Kinalur Estate and Rubber Wood factory are not

## Annexure to the INDEPENDENT AUDITORS' REPORT

under operation Cost records and books of accounts prescribed by the Government of India under Section 209 (1) (d) of the Act were not maintained as the need for maintaining the Cost records did not arise during the year.

9. a) The company has been generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess and other material statutory dues with the appropriate authorities;
- b) According to the information and explanations given to us and the books and records examined

Name of the Statute	Nature of Dues	Amount (₹)	Period to which the amount relates	Forum where dispute pending
Central Sales Tax, 1956	CST Levy on Rubber Cess	213,331	1988-89 to 1992-93	Supreme Court of India

10. In our opinion, the accumulated losses of the company are not less than fifty percent of its net worth and it has incurred cash losses in the current financial year.
11. The company has not borrowed any amount from financial institutions and banks, and hence, the requirements of Para 4 (xi) of the above Order are not applicable to the company.
12. According to the information and explanations given to us, the company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The provisions of any special statute applicable to chit fund, nidhi or mutual benefit fund/societies are not applicable to the company.
14. In our opinion, the company is not dealing or trading in shares, securities, debentures and other investments, and hence, the requirements of Para 4 (xiv) of the above Order are not applicable to the company.
15. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
16. According to the information and explanations given to us by the management, the Company has not availed any term loans, and hence, the requirements of Para

by us, there was no undisputed amount outstanding as on 31st March, 2013 in respect of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess and other statutory dues for a period of more than six months from the date they became payable;

- c) According to the records of the company and as per the information and explanations provided to us, the dues (net of advances) outstanding in respect of Sales Tax, Income Tax, Customs Duty, Wealth Tax, Service Tax, Excise Duty, Cess etc, on account of any dispute, are given below :

4 (xvi) of the above Order are not applicable to the company.

17. According to the information and explanations given to us, in our opinion, short term funds have not been used for long term purposes or vice versa.
18. During the year, the company has not made any preferential allotment of shares.
19. The company has not issued debentures during the year.
20. The company has not raised any money by way of public issue during the year;
21. Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given to us by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For **SINGHI & CO.**  
Chartered Accountants  
Firm Registration No. 302049E

**Sudesh Choraria**  
Partner

Place : Chennai  
Dated : 11th May, 2013

Membership No. 204936



# Balance SHEET

As at March 31, 2013

(Amount in ₹)

	Note	As at 31st March, 2013		As at 31st March, 2012	
<b>EQUITY AND LIABILITIES</b>					
<b>Shareholders' Funds</b>					
Share Capital	2.1	17,719,080		17,719,080	
Reserves and Surplus	2.2	(230,123,317)	(212,404,237)	276,266,064	293,985,144
<b>Non-Current Liabilities</b>					
Long-Term Borrowings	2.3	52,427,000		96,177,001	
Other Long-Term Liabilities		–		–	
Long-Term Provisions	2.4	–	52,427,000	–	96,177,001
<b>Current Liabilities</b>					
Short-Term Borrowings	2.5	188,552,105		3,805,139	
Trade Payables	2.6	22,472		5,608,951	
Other Current Liabilities	2.7	198,923,139		193,355,570	
Short-Term Provisions	2.4	–	387,497,716	51,917,603	254,687,263
<b>TOTAL</b>			<b>227,520,479</b>		<b>644,849,408</b>
<b>ASSETS</b>					
<b>Non-Current Assets</b>					
Fixed Assets :	2.8				
- Tangible Assets		221,908,227		561,747,822	
- Intangible Assets		–		1,772,794	
- Capital Work-In-Progress		1,800,477	223,708,704	2,046,989	565,567,605
Non-Current Investments	2.9	–		749,641	
Long-Term Loans and Advances	2.10	3,700		4,125,038	
Other Non-Current Assets	2.11	–	3,700	–	4,874,679
<b>Current Assets</b>					
Inventories	2.12	–		44,900,968	
Trade Receivables	2.13	–		3,364,462	
Cash and Bank Balances	2.14	26,158		1,156,779	
Short-Term Loans and Advances	2.10	3,776,573		24,938,867	
Other Current Assets	2.11	5,344	3,808,075	46,048	74,407,124
<b>TOTAL</b>			<b>227,520,479</b>		<b>644,849,408</b>
Significant Accounting Policies	1				

The accompanying notes 1 and 2.1 to 2.23 form an integral part of the Financial Statements.

As per our report of even date annexed

For **SINGHI & CO.**

Chartered Accountants

Firm Registration No. 302049E

**Sudesh Choraria**

Partner

Membership No. 204936

Place : Chennai

Dated : 11th May, 2013

**H. Bangur**

Chairman

**P. J. Bhide**

Director

**B. R. Bhansali**

Director

**K. C. Mohta**

Director

**B. L. Dhanuka**

Director

## Statement of PROFIT & LOSS

For the year ended March 31, 2013

(Amount in ₹)

	Note	For the year ended 31st March, 2013	For the year ended 31st March, 2012
<b>INCOME</b>			
Revenue from Operations (Gross)	2.15	–	239,531,295
Less : Excise Duty		–	–
Revenue from Operations (Net)		–	239,531,295
Other Income	2.16	<b>835,822</b>	7,145,032
<b>Total Revenue</b>		<b>835,822</b>	<b>246,676,327</b>
<b>EXPENSES</b>			
Cost of Raw Materials Consumed	2.17	–	11,863,245
(Increase)/Decrease in Inventories of Finished Goods	2.18	–	(13,617,072)
Employee Benefits Expenses	2.19	<b>818,775</b>	130,621,045
Finance Costs	2.20	<b>35,671,386</b>	13,300,841
Other Expenses	2.21	<b>5,647,659</b>	46,518,535
		<b>42,137,820</b>	188,686,594
<b>Profit before Tax, Depreciation and Amortisation</b>		<b>(41,301,998)</b>	57,989,733
Depreciation and Amortization Expenses	2.22	–	5,079,602
<b>Profit before Tax</b>		<b>(41,301,998)</b>	52,910,131
<b>Tax Expense :</b>			
Current Tax		–	–
Deferred Tax		–	–
Excess Tax Provision of earlier years written back		<b>5,729,928</b>	–
<b>Profit for the year</b>		<b>(35,572,070)</b>	52,910,131
Basic & Diluted Earnings Per Share		<b>(20.08)</b>	29.86
(Face Value of ₹ 10 each) (Refer Note No. 2.23.F)			
Significant Accounting Policies	1		

The accompanying notes 1 and 2.1 to 2.23 form an integral part of the Financial Statements.

As per our report of even date annexed

For **SINGHI & CO.**

Chartered Accountants

Firm Registration No. 302049E

**Sudesh Choraria**

Partner

Membership No. 204936

Place : Chennai

Dated : 11th May, 2013

**H. Bangur**

Chairman

**P. J. Bhide**

Director

**B. R. Bhansali**

Director

**K. C. Mohta**

Director

**B. L. Dhanuka**

Director



## Cash Flow STATEMENT

For the year ended March 31, 2013

(Amount in ₹)

	2012-13	2011-12
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax and extra ordinary items	(41,301,998)	52,910,131
<b>Adjustments for :</b>		
Depreciation	–	5,079,602
Interest paid	35,671,386	13,300,841
Interest received	(788)	(57,497)
Loss on fixed assets sold/discarded	320,311	698,648
Bad Debts/advances written off	–	583,044
Investments written off	7,432	–
Inventories written off	7,172	–
Profit on sale of investments	(574,432)	–
Income from investments	(27,735)	(31,482)
<b>Operating Profit before Working Capital Changes</b>	<b>(5,898,652)</b>	<b>72,483,287</b>
<b>Adjustments for :</b>		
Trade and other receivables	(2,250,410)	53,790,240
Inventories	–	(12,728,072)
Trade and other payables	35,439,066	27,884,016
<b>Cash generated from Operations</b>	<b>27,290,004</b>	<b>141,429,471</b>
Less : Direct Taxes	–	–
<b>Net Cash from Operating Activities</b>	<b>27,290,004</b>	<b>141,429,471</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of fixed assets/subsidy received	–	1,025,406
Sale/(Purchase) of investments	1,316,641	–
Capital work-in-progress	–	(246,512)
Dividend received	27,735	31,482
Interest received	788	57,497
Purchase of fixed assets	–	(21,655,192)
<b>Net Cash Flow from Investing Activities</b>	<b>1,345,164</b>	<b>(20,787,319)</b>

## Cash Flow STATEMENT

For the year ended March 31, 2013

(Amount in ₹)

	2012-13	2011-12
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Long Term Borrowings	–	50,000,000
Repayment of Long Term Borrowings	–	(440,344)
Short Term Borrowings	<b>6,905,590</b>	3,805,139
Repayment of Short Term Borrowings	–	(165,500,000)
Interest Paid	<b>(35,671,386)</b>	(13,300,841)
Dividend Paid	–	–
<b>Net Cash Flow from Financing Activities</b>	<b>(28,765,796)</b>	(125,436,046)
<b>Equivalents (A+B+C)</b>	<b>(130,628)</b>	(4,793,894)
Cash and Cash Equivalents as on 31-03-2013	<b>26,158</b>	1,156,779
Less : Cash and Cash Equivalents as on 31-03-2012	<b>156,786</b>	5,950,674
	<b>(130,628)</b>	(4,793,895)

**Note :** The Demerger of The Cochin Plantation Division, being in the nature of Non Cash Transaction, has not been considered in the above Cash Flow Statement in accordance with Para 40 of Accounting Standard - 3 (As-3).

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

For **SINGHI & CO.**

Chartered Accountants

Firm Registration No. 302049E

**Sudesh Choraria**

Partner

Membership No. 204936

Place : Chennai

Dated : 11th May, 2013

**H. Bangur**

Chairman

**P. J. Bhide**

Director

**B. R. Bhansali**

Director

**K. C. Mohta**

Director

**B. L. Dhanuka**

Director





## Notes to the FINANCIAL STATEMENTS

As at and for the year ended March 31, 2013

### 1. SIGNIFICANT ACCOUNTING POLICIES

#### i) Basis of Accounting

The accounts are prepared on historical cost convention (with the exception of certain land and plant & machinery which were revalued) based on Accrual Method of Accounting and applicable Accounting Standards and on Going Concern Basis in accordance with accounting standards and the relevant provisions of the Companies Act, 1956.

The financial statements has been prepared and presented as per the requirement of Revised Schedule VI as notified under the Companies Act, 1956.

All Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria specified in the Revised Schedule VI to the Companies Act, 1956. The Company has presently determined 12 months as the normal operating cycle for the purpose of classification of current and non current Assets and Liabilities.

#### ii) Use of Estimates

The preparation of financial statements are in conformity with generally accepted accounting principles which requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Difference between actual results and estimates are recognized in the period in which the results are known/materialized.

#### iii) Fixed Assets

- a) Fixed Assets are stated at cost inclusive of interest on borrowings attributable to acquisition of tangible fixed assets and increased by revaluation of assets at their fair market values as on 31/03/1993 as determined by approved valuers, less depreciation except in respect of Rubberwood Division and Kinalur Estate of Rubber Division for which no depreciation is provided during the year.
- b) Subsidies received in respect of fixed assets are deducted from the cost of respective assets.
- c) Items of machinery spares to be used in connection with an item of fixed assets are amortized over the useful life of the assets.
- d) Fixed Assets taken on lease (other than land taken on perpetual lease) are not capitalized and the annual lease rentals are absorbed in the Statement of Profit & Loss. The excess of lease rentals paid over the amount accrued in respect thereof is treated as prepaid lease rental.

#### iv) Investments

Long-term and Unquoted Investments are stated at cost unless there is a permanent decline in value thereof, in which case, adequate provision is made in the accounts. Cost includes brokerage, stamp duty and other financial charges directly attributable to their acquisition.

#### v) Inventories

- a) Stock of Finished Rubber, Tea and other minor produce are valued at the lower of cost (determined on weighted average method) and net realizable value.
- b) Stock of Stores and spare parts are valued at cost using the weighted average cost basis.
- c) Loose tools etc, are amortized over a period of 3 years.

## Notes to the FINANCIAL STATEMENTS

As at and for the year ended March 31, 2013

### vi) Retirement Benefits

Retirement benefits to employees, as applicable, are ascertained and provided in the accounts as per AS 15 "Employees Benefits".

### vii) Revenue Recognition

Sales comprise of sales of goods, net of discounts and sales return, Sales Tax and Excise Duty wherever applicable. Sale of standing trees is accounted as and when they are removed and the proceeds are credited to the Statement of Profit & Loss.

Dividends from companies are accounted as income in the year in which they are received.

### viii) Depreciation & Amortisation Expenses

Depreciation on assets other than relating to Rubberwood Division are provided under WDV method at the rates specified under Schedule XIV of the Companies Act, 1956. However, depreciation is not provided for the year in respect of Rubberwood Division and Kinalur Estate of Rubber Division since these Divisions are not in operation.

Value of lease hold land taken on perpetual lease and development expenditure thereto are not amortised. Depreciation on the incremental value on revaluation is debited to the Fixed Assets Revaluation Reserve account.

Intangible Assets are amortized over a period of 5 years.

### ix) Replanting Expenses

Replanting expenditure is charged to the Statement of Profit & Loss of the year in which they are incurred except for Replanting expenses of Tea Division (prior to Demerger) which were capitalised.

### x) Foreign Currency Transaction

There were no foreign currency transactions made during the year under audit.

### xi) Taxation

No provision for taxation is made in view of losses incurred.

### xii) Impairment of Assets

At each Balance Sheet date, the carrying values of the tangible assets are reviewed to determine whether there is any indication that those assets have suffered on impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where there is an indication that there is a likely impairment loss for a group of assets, the company estimates the recoverable amount of the group of assets as a whole to determine the value of impairment.

### xiii) Borrowing Cost

Borrowing cost relating to acquisition/construction of qualifying assets are capitalized until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing cost are charged to revenue.



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## Notes to the FINANCIAL STATEMENTS

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As at and for the year ended March 31, 2013

### **xiv) Segment Reporting**

As the entire operation of the Company's products relate to "Plantation" as single primary reportable segment, in the opinion of management no separate segment reporting is required under The Accounting Standard Rules, 2006.

### **xv) Cash Flow**

Cash Flow Statement has been prepared in accordance with the Indirect Method as per Accounting Standard 3 prescribed in "The Accounting Standard Rules, 2006."

## Notes to the FINANCIAL STATEMENTS

As at and for the year ended March 31, 2013

(Amount in ₹)

	As at 31st March, 2013	As at 31st March, 2012
<b>2.1 SHARE CAPITAL</b>		
<b>Authorised :</b>		
49,50,000 Equity Shares of ₹ 10/- each	49,500,000	49,500,000
5,000, 12% Cumulative Preference shares of ₹ 100/- each	500,000	500,000
	<b>50,000,000</b>	<b>50,000,000</b>
<b>Issued :</b>		
17,71,908 Equity Shares of ₹ 10/- each fully paid-up (Previous year 17,71,908 Equity Shares of ₹ 10/- each)	17,719,080	17,719,080
<b>Subscribed and Paid-up :</b>		
17,71,908 Equity Shares of ₹ 10/- each fully paid-up (Previous year 17,71,908 Equity Shares of ₹ 10/- each)	17,719,080	17,719,080
	<b>17,719,080</b>	<b>17,719,080</b>

- a) There is no movement in the equity shares outstanding at the beginning and at the end of the year.
- b) The Company has only one class of issued shares i.e. Equity Shares having par value of ₹ 10/- per share. Each holder of Ordinary Shares is entitled to one vote per share and equal right for dividend. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the ordinary shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their shareholding.
- c) By virtue of control over the Board of the Company, Joonktollee Tea & Industries Limited is the holding Company of the Company.
- d) Details of shareholders holding more than 5% shares in the Company :

	As at 31st March, 2013		As at 31st March, 2012	
	No. of Shares	%	No. of Shares	%
<b>Equity Shares of ₹ 10/- each fully paid-up</b>				
Joonktollee Tea & Industries Limited	406,420	22.94	406,420	22.94
Life Insurance Corporation of India	304,442	17.18	304,442	17.18
The Oriental Company Limited	236,693	13.36	232,693	13.13
The Cambay Investment Corporation Ltd.	221,475	12.50	221,475	12.50
Kettlewell Bullen & Company Limited	98,939	5.58	95,656	5.40

- e) No Equity Shares have been reserved for issue under options and contracts/commitments for the sale of shares/disinvestment as at the Balance Sheet date.
- f) No shares have been bought back by the Company during the period of 5 years preceding the date as at which the Balance Sheet is prepared.
- g) No securities convertible into Equity/Preference shares issued by the Company during the year.
- h) No calls are unpaid by any Director or Officer of the Company during the year.



## Notes to the FINANCIAL STATEMENTS

As at and for the year ended March 31, 2013

(Amount in ₹)

	As at 31st March, 2013	As at 31st March, 2012
<b>2.2 RESERVES AND SURPLUS</b>		
<b>Capital Reserves</b>		
As per the last Financial Statements	103,531,628	103,531,628
Less : Adjustment due to Scheme of Arrangement (Refer Note No. 2.23 B of Additional Notes)	103,531,628	-
	-	103,531,628
<b>Capital Redemption Reserve</b>		
As per the last Financial Statements	113,300	113,300
<b>Revaluation Reserve</b>		
As per the last Financial Statements	415,648,786	416,060,772
Less : Adjustment due to Scheme of Arrangement (Refer Note No. 2.23 B of Additional Notes)	224,537,390	-
Less : Adjustment for Assets Discarded	277,109	-
Less : Transferred to Statement of Profit & Loss	-	411,986
	190,834,287	415,648,786
<b>Surplus/(Deficit) :</b>		
As per the last Financial Statements	(243,027,650)	(295,937,781)
Add : Adjustment due to Scheme of Arrangement	(78,698,646)	-
Add : Net impact on profit for 01-04-2011 to 31-03-2012 due to Scheme of Arrangement (Refer Note No. 2.23 B of Additional Notes)	(63,772,538)	-
Add : Profit/(Loss) for the year	(35,572,070)	52,910,131
Net Surplus/(Deficit)	(421,070,904)	(243,027,650)
Total Reserves and Surplus	(230,123,317)	276,266,064

	Non-Current portion		Current Maturities	
	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2013	As at 31st March, 2012
<b>2.3 LONG-TERM BORROWINGS</b>				
<b>Secured</b>				
From Banks	-	43,750,001	-	6,249,999
- Against hypothecation of vehicles	-	-	-	80,008
Loan from Holding Company	52,427,000	52,427,000	-	-
Total Secured Borrowings	52,427,000	96,177,001	-	6,330,007
Less : Amount disclosed under the head "Other Current Liabilities" (Note 2.7)	-	-	-	6,330,007
	52,427,000	96,177,001	-	-

## Notes to the FINANCIAL STATEMENTS

As at and for the year ended March 31, 2013

### Security and Repayment Terms

Nature of Loan and Security	Amount (₹)	Rate of Interest	Repayment year
i) Loan from Holding Company is secured against equitable mortgage of Kinalur, estate, rubber wood factory and landed properties at Goa.	52,427,000	Nil	The Company has entered into a fresh revival agreement granting Holding Company the management rights of Kinalur estate for a period of ten years with effect from 1st April, 2011. The terms of repayment of the above loan shall be governed by the terms of revised agreement.

(Amount in ₹)

	Long-Term		Short-Term	
	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2013	As at 31st March, 2012
<b>2.4 PROVISIONS</b>				
<b>Provision for Employee Benefits</b>				
Gratuity	-	-	-	42,754,658
Bonus	-	-	-	3,430,830
<b>Other Provisions</b>				
Provisions for Taxation (Net of Advance)	-	-	-	5,732,115
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>51,917,603</b>

	As at 31st March, 2013	As at 31st March, 2012
<b>2.5 SHORT TERM BORROWINGS</b>		
<b>Secured</b>		
From Banks	-	3,805,139
<b>Unsecured</b>		
Loan from Holding Company	<b>1,88,552,105</b>	-
	<b>1,88,552,105</b>	3,805,139

	As at 31st March, 2013	As at 31st March, 2012
<b>2.6 TRADE PAYABLES</b>		
For Goods and Services	<b>22,472</b>	5,608,951
	<b>22,472</b>	5,608,951



## Notes to the FINANCIAL STATEMENTS

As at and for the year ended March 31, 2013

(Amount in ₹)

	As at 31st March, 2013	As at 31st March, 2012
<b>2.7 OTHER CURRENT LIABILITIES</b>		
For Salary & Wages	–	17,563,372
Current Maturities of Long-Term Debt (Refer Note 2.3)	–	6,330,007
Interest accrued but not due on borrowings	–	552,648
Interest accrued on Short Term Borrowings	<b>32,104,248</b>	–
Unclaimed Redeemed Preference Shares	<b>14,200</b>	14,200
Statutory Dues	<b>7,307,440</b>	7,010,846
Trade and Security Deposits	–	2,000
Advances received from Customers	–	2,385,246
Advance against Sale of Land (Refer Note below)	<b>159,497,251</b>	159,497,251
	<b>198,923,139</b>	193,355,570

**Note :** The Memorandum of Understanding for sale of Kinalur Estate to Mr. P. K. C. Ahammed Kutty has been terminated by the Company and other statutory bodies in earlier years due to non-fulfillment of obligations on his part. As mentioned in previous year, the Hon'ble High Court of Kerala vide its Order and Judgment both dated 25th November, 2009 dismissed the suit and closed all interlocutory applications in respect of Kinalur Estate of the Company and accordingly the Receiver appointed was also released. Aggrieved by the High Court Order, some of the Applicants have filed appeal before the Division Bench of the High Court. Also some other applicants have filed suit before the Sub-Court, Koyilandy and Kozhikode against Mr. P. K. C. Ahammed Kutty in respect of Kinalur estate impleading the Company.

Pending finalization of the matter the amount so received continues to be shown under 'Other Current Liabilities'.

## Notes to the FINANCIAL STATEMENTS

As at and for the year ended March 31, 2013

(Amount in ₹)

Sl.	Particulars of Assets	Gross Block				Accumulated Depreciation/Deductions					Net Block		
		Balance as at 31st March 2012	Adjustment as per Scheme of Arrangement (Net)	Additions	Disposals/ Adj.	Balance as at 31st March 2013	Balance as at 31st March 2012	Adjustment as per Scheme of Arrangement (Net)	Depreciation charge for the year	Deductions/ Adj.	Balance as at 31st March 2013	Balance as at 31st March 2013	Balance as at 31st March 2012
<b>i.</b>	<b>Tangible Assets</b>												
	Land												
	- Free hold	216,131,893	28,348,841	-	-	187,783,052	-	-	-	-	187,783,052	216,131,893	
	- Lease hold	217,825,113	217,825,113	-	-	-	-	-	-	-	-	217,825,113	
	Development	50,623,080	49,289,904	-	-	1,333,176	-	-	-	-	1,333,176	50,623,080	
	Buildings	101,792,498	54,423,594	-	-	47,368,904	50,873,516	30,120,203	-	-	20,753,313	26,615,591	50,918,982
	Roads and Bridges	4,987,573	2,893,014	-	-	2,094,559	2,179,764	1,139,309	-	-	1,040,455	1,054,104	2,807,809
	Plant and Equipment	57,467,920	41,105,583	-	7,403,982	8,958,355	36,466,213	25,692,031	-	6,938,131	3,836,051	5,122,304	21,001,707
	Office Equipments	764,668	455,554	-	309,114	-	683,950	402,439	-	281,511	-	-	80,718
	Furniture and Fixtures	3,422,448	2,767,233	-	655,215	-	2,755,427	2,188,613	-	566,814	-	-	667,021
	Vehicles	8,834,133	7,360,664	-	1,473,469	-	7,142,634	5,684,730	-	1,457,904	-	-	1,691,499
	<b>Total</b>	661,849,326	404,469,500	-	9,841,780	247,538,046	100,101,504	65,227,325	-	9,244,360	25,629,819	221,908,227	561,747,822
	Previous Year	-	-	-	-	-	-	-	-	-	-	-	-
<b>ii.</b>	<b>Intangible Assets</b>												
	Computer Software	2,310,534	2,310,534	-	-	-	537,740	537,740	-	-	-	-	1,772,794
	<b>Total</b>	2,310,534	2,310,534	-	-	-	537,740	537,740	-	-	-	-	1,772,794
	Previous Year	-	-	-	-	-	-	-	-	-	-	-	-
<b>iii.</b>	<b>Capital Work-in-Progress</b>												
	<b>Total</b>	2,046,989	246,512	-	-	1,800,477	-	-	-	-	1,800,477	2,046,989	
	<b>Total</b>	2,046,989	246,512	-	-	1,800,477	-	-	-	-	1,800,477	2,046,989	
	<b>Grand Total</b>	666,206,849	407,026,546	-	9,841,780	249,338,523	100,639,244	65,765,065	-	9,244,360	25,629,819	223,708,704	565,567,605

**Note :**

- In view of no operations in Rubber Wood Division and Kinalur Estate of Rubber Division, depreciation amounting to ₹ 13.19 Lacs for the year has not been provided in the accounts (cumulative amount not provided till 31.03.2013 ₹ 92.11 Lacs).
- Gross Block includes ₹ 20,01,31,612 on revaluation in 1993 (2011/12 - ₹ 20,38,51,451).
- Adjustments to Gross Block and Accumulated Depreciation includes adjustments pursuant to the Scheme of Arrangement (Refer Note No. 2.23 B of Additional Notes).





## Notes to the FINANCIAL STATEMENTS

As at and for the year ended March 31, 2013

### 2.9 NON CURRENT INVESTMENTS

As at 31st March, 2013	As at 31st March, 2012		As at 31st March, 2013	As at 31st March, 2012
Number of Shares		(Fully Paid up Equity Shares of ₹ 10 each, unless otherwise stated)	Amount in ₹	
		<b>Long-Term (Valued at Cost)</b>		
		<b>Trade Investment</b>		
		<b>In Subsidiary Company - Unquoted</b>		
-	50,000	- Cochin Estates Limited	-	500,000
		<b>Other Investments</b>		
		<b>In other Companies - Quoted</b>		
-	3,345	- The Periakaramalai Tea and Produce Co. Ltd.	-	136,057
-	270	- Aspinwall & Co. Ltd.	-	275
-	20	- The Kailas Rubber Co. Ltd.	-	311
-	100	- The Rajagiri Rubber & Produce Co. Ltd.	-	1,410
-	80	- The Malankara Rubber & Produce Co. Ltd.	-	1,013
-	720	- Joonktollee Tea & Industries Ltd.	-	38,593
-	327	- The Thirumbadi Rubber Co. Ltd.	-	13,463
-	665	- Graphite India Ltd. (Face Value of ₹ 2/Share)	-	3,087
-	100	- Shree Synthetics Ltd.	-	2,432
-	500	- Kings International Aqua Marine Exports Ltd.	-	5,000
-	1,200	- LKP Merchants Finance Ltd.	-	48,000
		<b>Total Non-Current Investment</b>	-	749,641
		Aggregate Book Value of Non-Current Quoted Investments	-	249,641
		Aggregate Book Value of Non-Current Unquoted Investments	-	500,000

## Notes to the FINANCIAL STATEMENTS

As at and for the year ended March 31, 2013

(Amount in ₹)

	Long-Term		Short-Term	
	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2013	As at 31st March, 2012
<b>2.10 LOANS &amp; ADVANCES</b>				
<b>Capital Advances</b>				
Unsecured, considered good	–	2,635,000	–	–
	–	2,635,000	–	–
<b>Security Deposits</b>				
Unsecured, considered good	3,700	1,200,305	–	–
	3,700	1,200,305	–	–
Loans and Advances to erstwhile Subsidiary Company	–	–	308,718	249,718
	–	–	308,718	249,718
<b>Other Loans and Advances</b>				
(Unsecured, Considered good unless otherwise stated)				
Advance against supply of Goods and Services	–	–	3,067,855	637,268
Prepaid Expenses	–	–	–	593,860
Loan/Advance to Employees	–	–	–	508,002
Balances with Government & Statutory Authorities	–	–	–	167,037
<b>Other Deposits and Advances</b>				
Advance for lease rent	–	289,733	–	87,500
Payment under protest	–	–	400,000	22,694,150
Others	–	–	–	1,332
	–	289,733	3,467,855	24,689,149
	3,700	4,125,038	3,776,573	24,938,867

	Non-Current		Current	
	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2013	As at 31st March, 2012
<b>2.11 OTHER ASSETS</b>				
Interest accrued on deposits	–	–	5,344	4,556
Assets held for disposal	–	–	–	41,492
	–	–	5,344	46,048



## Notes to the FINANCIAL STATEMENTS

As at and for the year ended March 31, 2013

(Amount in ₹)

	As at 31st March, 2013	As at 31st March, 2012
<b>2.12 INVENTORIES</b>		
(As valued and certified by the Management)		
Finished Goods	–	30,664,098
Semi-Finished Goods	–	6,643,380
Stores and Spares	–	6,228,817
Loose Tools & Others	–	399,828
Nursery Stock	–	964,845
	–	<u>44,900,968</u>
<b>Details of Inventories :</b>	<b>Finished/Semi Finished Goods</b>	
Rubber - Finished	–	25,025,878
Rubber - Semi Finished	–	6,643,380
Tea - Finished	–	5,638,220
	–	<u>37,307,478</u>
<b>2.13 TRADE RECEIVABLES</b>		
<b>Outstanding for a period exceeding six months</b>		
- Unsecured, considered good	–	7,752
<b>Other Receivables</b>		
- Unsecured, considered good	–	3,356,710
	–	<u>3,364,462</u>
<b>2.14 CASH AND BANK BALANCES</b>		
<b>Cash and Cash Equivalents</b>		
Balances With Banks :		
- In Current/Cash Credit Account	11,157	1,062,777
Cash-on-Hand	5,001	84,002
	<u>16,158</u>	<u>1,146,779</u>
<b>Other Bank Balances</b>		
Fixed Deposit with Banks held as margin money	10,000	10,000
	<u>26,158</u>	<u>1,156,7</u>

## Notes to the FINANCIAL STATEMENTS

As at and for the year ended March 31, 2013

(Amount in ₹)

	For the year ended 31st March, 2013	For the year ended 31st March, 2012
<b>2.15 REVENUE FROM OPERATIONS</b>		
Sales of Finished Goods	–	204,307,249
	–	204,307,249
<b>Other Operating Revenues</b>		
Income from Sale of Trees	–	34,653,617
Income from Sale of Minor Produce	–	570,429
	–	35,224,046
	–	239,531,295
<b>Details of Sale of Products</b>		
Processed Rubber	–	181,652,133
Tea	–	22,655,116
	–	204,307,249
<b>2.16 OTHER INCOME</b>		
<b>Interest Income</b>		
On Bank Deposits	788	2,859
Other Deposits	–	54,638
<b>Dividend Income</b>		
On Long Term Investments	27,735	31,482
<b>Other Non Operating Income</b>		
Rent	–	1,224
Excess Liabilities and Unclaimed Balances written back	232,867	4,766,333
Profit on Sale of Investments	574,432	–
Miscellaneous Income	–	2,288,496
	835,822	7,145,032
<b>2.17 COST OF MATERIALS CONSUMED</b>		
Purchase of Latex	–	11,863,245

**Note :** As the green leaf is harvested in the Company's own garden as Agriculture Produce involving integrated activities of Nursery, Cultivation, growth etc and utilised in the manufacture of tea, its value at the intermediate stage could not be ascertained.



## Notes to the FINANCIAL STATEMENTS

As at and for the year ended March 31, 2013

(Amount in ₹)

	For the year ended 31st March, 2013	For the year ended 31st March, 2012
<b>2.18 (INCREASE)/DECREASE IN INVENTORIES OF FINISHED/SEMI-FINISHED GOODS</b>		
<b>Inventories at the end of the year</b>		
Rubber	–	31,669,258
Tea	–	5,638,220
Coffee	–	–
	–	37,307,478
<b>Inventories at the beginning of the year</b>		
Rubber	31,669,258	19,159,846
Tea	5,638,220	4,126,856
Coffee	–	403,704
	37,307,478	23,690,406
Less : Adjustment due to Scheme of Arrangement (Refer Note No. 2.23 B of Additional Notes)	37,307,478	–
	–	23,690,406
<b>Net (Increase)/Decrease</b>	–	(13,617,072)
<b>2.19 EMPLOYEE BENEFITS EXPENSE</b>		
Salaries & Wages	776,017	101,210,242
Contribution to Provident Funds and Others	42,758	7,868,895
Contribution to Gratuity Fund	–	15,836,463
Contribution to Superannuation Fund	–	235,080
Staff Welfare Expenses	–	5,470,365
	818,775	130,621,045
<b>2.20 FINANCE COST</b>		
<b>Interest Expenses</b>		
On Corporate Loans	35,671,386	8,935,019
On Vehicle Loan	–	107,814
On Bank & Others	–	4,258,008
	35,671,386	13,300,841

## Notes to the FINANCIAL STATEMENTS

As at and for the year ended March 31, 2013

(Amount in ₹)

	For the year ended 31st March, 2013	For the year ended 31st March, 2012
<b>2.21 OTHER EXPENSES</b>		
<b>Manufacturing Expenses</b>		
Stores, Spare Parts & Packing Materials Consumed	–	23,214,259
Power & Fuel	7,589	5,380,561
Repairs to Buildings	–	707,690
Repairs to Machinery	–	498,408
	<b>7,589</b>	<b>29,800,918</b>
<b>Selling and Administration</b>		
Commission, Brokerage & Discount etc.	–	234,139
Freight and Forwarding Charges	–	963,635
Vehicle maintenance expenses	–	2,106,078
Rent	26,964	401,834
Insurance	–	563,878
Rates & Taxes (Duty & Cess)	766,042	825,024
<b>Auditors' Remuneration -</b>		
Statutory Auditors :		
- Statutory Audit Fees	22,472	135,000
- Tax Audit Fees	–	35,000
- For Certification	60,000	80,000
- Reimbursement of Expenses	112,744	97,190
Printing & Stationery, Subscription Postage and Other Charges	326,265	1,556,807
Legal and Professional charges	3,621,628	4,044,948
Travelling Expenses	221,116	1,369,873
Directors Sitting Fees	42,000	40,000
Prior Period Expenses	–	127,158
Bad Debts/Advances written off	–	583,044
Miscellaneous Expenses	105,924	2,855,361
Investments written off	7,432	–
Inventories written off	7,172	–
Loss on Fixed Assets sold/discarded	320,311	698,648
	<b>5,640,070</b>	<b>16,717,617</b>
	<b>5,647,659</b>	<b>46,518,535</b>
<b>2.22 DEPRECIATION AND AMORTISATION EXPENSES</b>		
On Tangible Fixed Assets	–	5,132,110
Less : Transferred from Revaluation Reserve	–	(411,986)
On Intangible Assets	–	359,478
	–	<b>5,079,602</b>



## Notes to the FINANCIAL STATEMENTS

As at and for the year ended March 31, 2013

(Amount in ₹)

	2012-13	2011-12
<b>2.23 ADDITIONAL NOTES</b>		
<b>A. Contingent Liabilities not provided for in respect of :</b>		
a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	-	-
b) Commitments towards future lease rentals (net of advances)	-	377,233
c) Claims against the company not acknowledged as debts :		
i) Central Sales Tax	<b>213,331</b>	213,331
ii) Claims of creditors/workers	-	2,039,725
iii) Seignorage charges (Kerala Forest Dept.) (paid under protest)	-	17,602,033
iv) P. F. Damages	-	6,241,601
v) Lease rent	-	4,692,117

B. Pursuant to the Scheme of Arrangement (the Scheme) between "The Cochin Malabar Estate and Industries Limited" (herein after referred as Company) and "Joonktolee Tea & Industries Limited" (herein after referred as JTIL) as approved by Shareholders of the respective companies on 5th April 2012 and sanctioned by the Hon'ble High Court at Calcutta on 3rd December 2012 under the provisions of The Companies Act, 1956;

- The Cochin Plantation division of the Company (herein after referred as CPD) has been demerged from the Company and merged with JTIL w.e.f. 01.04.2011 (the appointed date).

The Certified copy of the order of Hon'ble High Court at Calcutta has been filed with the Registrar of the Companies, West Bengal on 15th January 2013. The accounts of the Company for the year have been prepared by giving the effect of the scheme. According to the scheme, with effect from the appointed date, the company has carried out all business activities of CPD in trust till the scheme becomes effective.

The Salient Features of the scheme are as under :

- The Company is a subsidiary of JTIL and engaged mainly in the business of cultivation & manufacture of Rubber and Tea. The CPD of the Company is consisting of Chemoni, Pudukad & Eichipara Rubber Estate & Factory, Sampaji Rubber Estate (under legal proceedings) and Pullikanam Tea Estate & Factory. As segregated by the management of the JTIL and the Company, w.e.f. from 01.04.2011 (the appointed date) all the assets and liabilities of CPD have been demerged at their respective book values on the basis of the audited accounts of the Company.
  - In terms of the Scheme, JTIL shall issue 1 (one) equity shares of ₹ 10/- (ten) each fully paid up, ranking pari passu, for 2 (two) equity share of ₹ 10/- (ten) each fully paid up held by the shareholders in the Company.
  - In terms of Accounting standard 14 "Accounting for Amalgamation" excess value of Assets over Liability of CPD amounting to ₹ 78,698,646/- has been adjusted with Debit balance of Profit & Loss Surplus.
- C. The Rubber Wood Factory has not been in operation for nearly 15 years pursuant to notice received from the Deputy Conservator of Forests (Protection), Trivandrum. The representation made earlier to the Chief Divisional Officer is still pending. The Company is making fresh representation to the Forest Officials concerned for withdrawal of ban imposed on the Company, as the same is not applicable in our case.

## Notes to the FINANCIAL STATEMENTS

As at and for the year ended March 31, 2013

(₹ in Lacs)

	2012-13		2011-12	
	Gratuity		Gratuity	
	Funded	Unfunded	Funded	Unfunded
<b>D. Disclosure as per Accounting Standard - 15 related to Employees Benefits</b>				
<b>Expenses recognized in the Statement of Profit &amp; Loss for the year ended 31st March, 2013</b>				
Current Service Cost	–		20.97	
Interest Cost	–		25.24	
Expected return on Plan Assets	–		(3.95)	
Actuarial (Gain)/Losses	–		115.05	
Past Service Cost	–		–	
<b>Expenses recognized in Statement of Profit &amp; Loss</b>	–	–	157.31	1.05
Present Value of the Defined Benefit Obligation	–		(461.89)	
Fair value of Plan Assets	–		34.35	
<b>Net (Asset)/Liabilities recognized in Balance Sheet</b>	–		(427.54)	
Present value of Defined Benefit Obligations at 1st April, 2012	–		330.21	
Current Service Cost	–		20.97	
Past Service Cost	–		–	
Interest Cost	–		25.24	
Actuarial (Gain)/Losses	–		115.00	
Benefits Paid	–		(29.53)	
<b>Present Value of Obligation as at 31st March, 2013</b>	–		461.89	
Fair Value of Plan Assets as at 1st April, 2012	–		57.32	
Expected return on Plan Assets	–		3.95	
Actuarial Gain/(Losses)	–		(0.05)	
Benefits Paid	–		(29.53)	
Contributions	–		2.66	
<b>Fair Value of Plan Assets as at 31st March, 2013</b>	–		34.35	
Principal Actuarial Assumptions used				
Discount Rates as at 31st March, 2013	–		8.60%	
Expected Returns on Plan Assets	–		9%	
Expected salary increase rates	–		8%	
Monthly Rates	–		LIC (94-96) Ultimate Rate	
Major categories of Plan Assets as a percentage of Fair Value of Plan Assets	–		LIC 100%	





## Notes to the FINANCIAL STATEMENTS

As at and for the year ended March 31, 2013

### E. Disclosure of related party transaction as per AS 18 "Related Party Disclosures" prescribed in "The Accounting Standards Rules, 2006."

Relationship :

a) **Holding Company :**

Joonktolee Tea & Industries Ltd. (JTI)

b) **Subsidiary Company :**

Cochin Estates Limited (CEL) (Upto 12.02.2013)

c) **Other Enterprises over which the Key Managerial Personnel/Relatives are able to exercise significant influence :**

Credwyn Holdings (India) Pvt. Ltd. (CHI)

Wind Power Vinimay Pvt. Ltd. (WPV)

PDGD Investments & Trading Pvt. Ltd. (PDGD)

Kettlewell Bullen & Co. Ltd. (KBC)

Kherapati Vanijya Ltd. (KVL)

d) **Key Managerial Personnel :**

Mr. Hemant Bangur - Chairman

The following transactions were carried out with the Related Parties in the ordinary course of business : (₹ in Lacs)

Particulars	JTI	CEL	CHI	WPV	PDGD	KBC	KVL
Dividend Received	0.01	-	-	-	-	-	-
Previous Year	0.01	-	-	-	-	-	-
Interest Paid/Payable	356.71	-	-	-	-	-	-
Previous Year	-	-	17.57	17.64	5.79	29.12	12.63
Loan Received/(Refunded) :							
- During The Year	-	-	-	-	-	-	-
- Previous Year	-	-	(430.00)	(425.00)	(100.00)	(300.00)	(225.00)
Secured Loans :							
- Closing Balance	524.27	-	-	-	-	-	-
- Previous Year	524.27	-	-	-	-	-	-
Short Term borrowings :							
- Closing Balance	1,885.52	-	-	-	-	-	-
- Previous Year	-	-	-	-	-	-	-
Other Current Liabilities :							
- Closing Balance	321.04	-	-	-	-	-	-
- Previous Year	-	-	-	-	-	-	-
Loans & Advances :							
- Closing Balance	-	3.09	-	-	-	-	-
- Previous Year	-	2.50	-	-	-	-	-
Investments :							
- Closing Balance	-	-	-	-	-	-	-
- Previous Year	-	5.00	-	-	-	-	-

## Notes to the FINANCIAL STATEMENTS

As at and for the year ended March 31, 2013

(Amount in ₹)

	2012-13	2011-12
<b>F. Earnings Per Share :</b>		
a) Profit/(Loss) after Tax as per Statement of Profit & Loss (₹)	<b>(3,55,72,070)</b>	52,910,131
b) Number of Equity shares outstanding (Nos.)	<b>1,771,908</b>	1,771,908
c) Basic and Diluted Earning Per Share (in ₹) (Face value ₹ 10/- per share)	<b>(20.08)</b>	29.86

**G. The Company has no overdue amounts due to supplier under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED as at 31.03.2013). The disclosure required under the said Act is hereunder:**

	2012-13	2011-12
i) Principal amount due to supplier under MSMED Act and remaining unpaid	<b>Nil</b>	Nil
ii) Interest due to supplier on above	<b>Nil</b>	Nil
iii) Any payment made to suppliers beyond appointed date (under Section 16 of the Act)	<b>Nil</b>	Nil
iv) Interest due and payable to supplier under MSMED Act	<b>Nil</b>	Nil
v) Interest accrued and remaining unpaid as at 31.03.2013	<b>Nil</b>	Nil
vi) Interest remaining due and payable as per Section 23 of the Act	<b>Nil</b>	Nil

The above information has been determined to the extent such parties have been identified on the basis of information available with the Company.

	2012-13	2011-12
<b>H. Value of Stores &amp; Spare parts Consumed (100% indigenous)</b>	<b>–</b>	2,32,14,259
<b>I. The financial statements have been drawn up giving effect to the Scheme of Arrangement effective from 01-04-2011 as outlined in Note No.2.23B above. Hence, the current year's figures are not comparable with those of the previous year.</b>		

As per our report of even date annexed

For **SINGHI & CO.**

Chartered Accountants

Firm Registration No. 302049E

**Sudesh Choraria**

Partner

Membership No. 204936

Place : Chennai

Dated : 11th May, 2013

**H. Bangur**

Chairman

**P. J. Bhide**

Director

**B. R. Bhansali**

Director

**K. C. Mohta**

Director

**B. L. Dhanuka**

Director

## THE COCHIN MALABAR ESTATES & INDUSTRIES LIMITED

Regd. Office : 21, Strand Road, Kolkata - 700 001

NOTICE is hereby given that the 83rd Annual General Meeting of the Members of the Company will be held at 21, Strand Road, Kolkata - 700 001, on Saturday, the 15th June, 2013 at 11.15 A.M. for transacting the following Business :

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013, the Statement of Profit & Loss Account as on that date and the Reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of Shri Hemant Bangur who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri K. C. Mohta who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration.

Registered Office :  
21, Strand Road,  
Kolkata-700 001  
Date : 11th May, 2013

By Order of the Board

**B. L. Dhanuka**  
*Director*

### NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be deposited with the Company/Registrar not less than 48 hours before commencement of the Annual General Meeting.
2. Corporate Members are requested to send to the Company/Registrar & Share Transfer Agent, a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
3. The Register of Members and Share Transfer Books in respect of Equity Shares of the Company will remain

closed from Friday, the 7th June, 2013 to Saturday, the 15th June, 2013 (both days inclusive).

4. Members are requested to produce the attendance slip duly signed as per the specimen signature recorded with the Company for admission to the Meeting hall.
5. Members are requested to -
  - a. inform the Company/Registrar & Share Transfer Agent, the changes, if any;
  - b. Quote their Folio Numbers in all correspondence with the Company.
6. In terms of Circular No.MRD/DoP/Cir - 05/2009 dated 20th May, 2009 issued by the Securities and Exchange Board of India (SEBI), it is now mandatory for the transferee of the physical shares to furnish copy of PAN card to the Company or its RTA for registration of transfer of shares. Shareholders are requested to furnish copy of PAN card at the time of transferring physical shares.
7. Members who wish to obtain any information on the Company or the Accounts for the financial year ended 31st March, 2013 may send their queries to the Company at the Registered Office of the Company at least 10 days before the Annual General Meeting.
8. Pursuant to Section 109A of the Companies Act, 1956, Shareholders can make nomination in respect of shares held by them in Physical form in the prescribed Form 2B (in duplicate).
9. The Company's Equity Shares are listed at The Bombay Stock Exchange Ltd. and Madras Stock Exchange Ltd. and upto date listing fees have been paid.
10. Members who are holding Shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the Share Certificates for consolidating their holding in one folio. The Share Certificates will be returned to the Members after making requisite changes thereon.
11. MEMBERS ARE REQUESTED TO BRING THEIR COPY OF THE ANNUAL REPORT TO THE MEETING.

**THE COCHIN MALABAR ESTATES & INDUSTRIES LIMITED**

Regd. Office : 21, Strand Road, Kolkata - 700 001

**PROXY FORM**

Folio No./DP ID & Client ID :

No. of Shares held :

I / We .....  
of .....  
..... being a member / members of The Cochin Malabar  
Estates & Industries Limited, hereby appoint .....  
of .....  
or failing him .....  
or ..... as my / our proxy  
to attend and vote for me / us on my / our behalf at the 83rd Annual General Meeting of the Company to be held at 21, Strand  
Road, Kolkata - 700 001 on Saturday, the 15th June, 2013 at 11.15 A.M. and at any adjournment thereof.

As witness my / our hand / hands this ..... day of ..... 2013

Signature.....

Affix ` 1/-  
Revenue  
Stamp

**Note :**

- 1. Please do not fail to put proper revenue stamp and your signature, when sending this form to the Company.
- 2. The Proxy must be returned so as to reach the Registered Office of the Company not less than FORTY EIGHT HOURS before the time for holding the aforesaid meeting.

**THE COCHIN MALABAR ESTATES & INDUSTRIES LIMITED**

Regd. Office : 21, Strand Road, Kolkata - 700 001

**ATTENDANCE SLIP**

Folio No./DP ID & Client ID :

No. of Shares held :

I/We hereby record my/our presence at the 83rd Annual General Meeting of the Company to be held at 21, Strand Road, Kolkata -  
700 001 on Saturday, the 15th June, 2013 at 11.15 A.M.

Name of the Shareholder .....  
(in Block Letters)

Signature of the Shareholder .....

Name of Proxy .....  
(in Block Letters)

Signature of the Proxy .....

You are requested to sign and hand over this at the entrance to the Meeting Venue.





**THE COCHIN MALABAR ESTATES AND INDUSTRIES LIMITED**  
[www.cochinmalabar.in](http://www.cochinmalabar.in)



# THE COCHIN MALABAR ESTATES AND INDUSTRIES LIMITED

Regd. Off. : 21, STRAND ROAD, KOLKATA - 700 001, PHONE : 2230 9601 (4 LINES)  
FAX : 00 91 033 2230 2105, E-mail : info@joonktolleeta.in

14.05.2013

To  
The Secretary,  
**Bombay Stock Exchange Ltd.,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.

## FORM 'B'

1.	Name of the company	The Cochin Malabar Estates & Industries Limited
2.	Annual financial statements for the year ended	31 <sup>st</sup> March, 2013
3.	Type of Audit qualification	Qualified
4.	Frequency of qualification	Repetitive
	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report :	<b>Qualification 1 :-</b> The profitability of Kinalur estate, the physical condition of the assets of the estate and adjustment arising out of cancellation of contract for sale of the estate, as the matter is sub judice. <b>Management Response &amp; Notes :-</b> Refer additional note appended to Note No.2.7 of the Financial Statements. <b>Qualification 2 :-</b> Non-provision of Depreciation in respect of Rubber Wood Division and Kinalur Estate amounting to Rs.13.19 Lacs (cumulative depreciation unprovided upto 31-03-2013 Rs.92.11 Lacs). <b>Management Response &amp; Notes :-</b> Refer additional note appended to Note No.2.8 of the Financial Statements.
	Additional comments from the board in the Director's Report :	With regard to the observations made by the Auditors in their report the relevant Notes to Accounts are self-explanatory.
5.	To be signed by - * Director  * Auditor of the company	<p>THE COCHIN MALABAR ESTATES &amp; INDUSTRIES LTD</p> <p><i>Ramk</i> Director</p> <p><b>DR SINGHI &amp; CO.</b></p> <p><i>[Signature]</i> <b>SUDESH CHORARIA</b> Partner. CHARTERED ACCOUNTANTS MEMBERSHIP No. 204936</p>