



# Jay Shree Tea & Industries Ltd.




B K BIRLA GROUP OF COMPANIES

## FORM A

### Cover letter of the Annual Audit Report to be filed with the Stock Exchanges

1. Name of the Company : JAY SHREE TEA & INDUSTRIES LIMITED
2. Annual financial statements for the year ended : 31<sup>st</sup> March, 2015
3. Type of Audit observation : Appeared as Emphasis of Matter :
- i. The auditors' in their audit report have referred note no. 2.28.D.iii regarding carry forward of minimum alternate tax (MAT) credit entitlement of Rs. 245.36 lacs based on the future taxable income projected by the Company.
  - ii. Further note no. 2.28.H.ii have been referred regarding non-provision for diminution in value of investment of a Subsidiary Company amounting to Rs. 356.20 lacs and non-provision for advances & security deposits given to such subsidiary amounting to Rs. 365.68 lacs.
4. Frequency of observation :
- i. Audit observation no. 3(i) as above in relation to MAT credit entitlement is being referred since 2009-10.
  - ii. Audit observation no. 3(ii) as above regarding non-provision for diminution in value of investment of a Subsidiary Company is being referred since 2008-2009 and reference of non-provision for advances & securities has been made since 2009-10.

  
ADITYA SINGHI  
(Statutory Auditor)

  
S.K.TAPURIAH  
(Audit Committee  
Chairman)

  
R.K.GANERIWALA  
(President, CFO &  
Secretary)

  
D.P.MAHESHWARI  
(Managing Director)



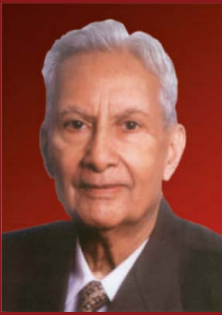
JAY SHREE TEA & INDUSTRIES LIMITED

buy our teas online at  
[jayshreetea.com](http://jayshreetea.com)



69<sup>th</sup>  
ANNUAL REPORT  
2014 - 2015





## Our Chairman Syt. B. K. Birla

*STRONG FOUNDATION, SUSTAINED GROWTH,  
PROVEN LEADERSHIP*



### The Group Logo

*As represented  
by the 21st  
century atlas*

### The Sun

*Enlightenment  
and Growth*

The Sun, as a source of infinite energy and inspiration, is used here in conjunction with the Atlas head to represent the vitality and powerful presence of the Group - both in its industrial prowess and its financial, technological and intellectual skills.

### Atlas, the Titan

*Collective Strength*

Atlas, bearer of the heavens is synonymous with vast, all - encompassing strength and is used to symbolise the Group's own collective strength. It reflects the combined qualities of astute and dynamic management while emphasising the Group's tenacity, consistency, reliability and overall leadership.

### The Earth Segments

*Diversified  
Activities*

Each of the latitudes around the Titan represent various sections - industrial, agricultural, financial and other activities of the Group. As with the infinite variety of the world, so is the strength of the Group, made up of its diverse activities.

### The Base

*Solid Foundations*

The strength of the entire edifice depends upon the strength of the foundation embedded in the bedrock, represented here by the group name.

### The Globe

*Global Vision*

The Group's global presence and vision is reflected in the entirety of the Earth's sphere.

### The Symmetry

*The Resilience,  
Versatility  
and Stability*

Seen in its entirety, each of the elements - the Atlas, the Sun, the Earth divisions, the Globe and the Base, together sum up a well conceptualised and balanced conglomerate.



# JAY SHREE TEA & INDUSTRIES LIMITED

## 69TH ANNUAL REPORT FOR THE YEAR ENDED 31ST MARCH 2015

### Corporate Information

#### [BOARD OF DIRECTORS]

Mr. B. K. Birla  
(Chairman)

Mrs. Jayashree Mohta  
(Vice-Chairperson)

Mr. B. M. Khaitan

Mr. G. P. Goenka

Mr. Prashant Jhavar  
Additional Director w.e.f. 18.5.2015

Mr. S. S. Kothari

Mr. S. K. Tapuriah

Mr. Subodh Kumar Agrawal

Mr. Vikash Kandoi  
(Executive Director)

Mr. D. P. Maheshwari  
(Managing Director)

#### [EXECUTIVES]

Mr. R. K. Ganeriwala  
(President, CFO & Secretary)

Mr. S. Basu  
President (Tea Marketing & Exports)

Mr. P. K. Agrawal  
President (Darjeeling & Dooars Tea Estates)

Mr. H. G. Singh  
Vice President (Upper Assam Gardens)

Mr. B. K. Chaturvedi  
Vice President (Taxation)

Mr. Rajan Goel  
Vice President (Tea Exports)

#### [SOLICITORS]

Khaitan & Co.LLP,  
1-B, Old Post Office Street,  
Kolkata 700 001

#### [AUDITORS]

Singhi & Co.,  
1-B, Old Post Office Street,  
Kolkata 700 001

#### [REGISTRARS]

Maheshwari Datamatics Pvt. Ltd.  
6, Mangoe Lane, Kolkata 700 001  
Ph : (033) 22435029/5809  
Fax : (033) 22484787  
E-mail : mdpldc@yahoo.com

#### [BANKERS]

Axis Bank Ltd.

DBS Bank Ltd.

Development Credit Bank Ltd.

HDFC Bank Ltd.

ICICI Bank Ltd.

IndusInd Bank Ltd.

Kotak Mahindra Bank Ltd.

Punjab National Bank

Rabobank International

State Bank of India

UCO Bank

Yes Bank Ltd.

#### [SHARE DEPTT.]

Industry House (15th Floor)  
10, Camac Street, Kolkata 700 017  
Ph : (033) 22827531/4  
Fax : (033) 22827535  
E-mail : shares@jayshreetea.com

#### [STOCK EXCHANGES WHERE SHARES ARE LISTED]

National Stock Exchange of India Ltd.

Bombay Stock Exchange Ltd.,

The Calcutta Stock Exchange Ltd.

#### [AUDIT COMMITTEE]

Mr. S. K. Tapuriah, (Chairman)

Mr. S. S. Kothari

Mr. Subodh Kr. Agrawal

Mr. D. P. Maheshwari

#### [STAKEHOLDERS RELATIONSHIP COMMITTEE]

Mr. S. K. Tapuriah (Chairman)

Mr. S. S. Kothari

Mr. Subodh Kr. Agrawal

Mr. D. P. Maheshwari

#### [NOMINATION AND REMUNERATION COMMITTEE]

Mr. B. M. Khaitan (Chairman)

Mr. S. S. Kothari

Mr. S. K. Tapuriah

#### [CORPORATE SOCIAL RESPONSIBILITY COMMITTEE]

Mrs. Jayashree Mohta (Chairperson)

Mr. S. K. Tapuriah

Mr. Vikash Kandoi

Mr. D. P. Maheshwari

#### [REGISTERED & HEAD OFFICE]

"Industry House" (15th Floor)  
10, Camac Street, Kolkata 700017  
Ph : (033) 22827531-34  
Fax : (033) 22827535  
E-mail : webmaster@jayshreetea.com  
website : www.jayshreetea.com  
CIN : L15491WB1945PLCO12771

#### [MUMBAI OFFICE]

708, Embassy Centre, Nariman Point,  
Mumbai - 400 021  
Ph : (022) 22830915/22823474  
Fax : (022) 22873045

#### [AHMEDABAD OFFICE]

101, Sheel Building, 4 Mayur Colony  
Navrangpura, Ahmedabad - 380 009  
Ph : (079) 26565371/26430511

#### [NEW DELHI OFFICE]

620-A, Faiz Road, 2nd Floor  
Karol Bagh, New Delhi - 110 055  
Phone : (011) 23633717/23522149  
Fax : (011) 23633747

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## Notice

### To the Shareholders

Notice is hereby given that the Sixty Ninth Annual General Meeting of the Company will be held on Tuesday, the 4th August, 2015 at 10.30 A.M. at "Kala Kunj" 48, Shakespeare Sarani, Kolkata 700 017 to transact the following businesses:

#### ORDINARY BUSINESS :

1. To consider and adopt the Audited Financial Statements For the Financial Year ended 31.03.2015 and the Reports of the Board of Directors and Auditors thereon.
2. To consider declaration of dividend by the Company, as recommended by the Board of Directors for the Financial Year ended March 31, 2015.
3. To appoint a Director in place of Mr.B.K.Birla (holding DIN-00055856) who retires by rotation and is eligible for re-appointment.
4. To ratify appointment of M/s. Singhi & Co., Chartered Accountants, Statutory Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

#### SPECIAL BUSINESS :

5. **Appointment of Mr. Prashant Jhavar as an Independent Director for an initial period of five years.**

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

**"RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read together with relevant rules made thereunder, including any statutory modification(s), re-enactment thereof for the time being in force, Mr. Prashant Jhavar, (holding DIN 00353020 ) appointed as an Additional Director of the company pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and being eligible offer himself for appointment as Independent Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years until the 74th Annual General Meeting of the company."

6. **Reappointment of Mrs. Jayashree Mohta, Whole time Director designated as Vice Chairperson for a term of three years w.e.f. 1.4.2016.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution :

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, including any modification(s) or re-enactment thereof, if any of the Companies Act, 2013 (the Act) or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard, the consent of the company be and is hereby accorded for re-appointment of Mrs. Jayashree Mohta (holding DIN-01034912) as a Whole Time Director under the designation "Vice-Chairperson" of the Company for a period of three years w.e.f 01.4.2016, on the remuneration and terms and conditions enumerated in the Statement attached hereto as recommended by the Nomination and Remuneration committee and/or approved by Board upon time to time and as may be acceptable to Mrs. Jayashree Mohta."

**"RESOLVED FURTHER THAT,** notwithstanding anything herein above stated where in any financial Year closing on or after March 31, 2015 during the tenure of Mrs. Jayashree Mohta as Whole- time Director of the Company, the Company incurs loss or its profits are inadequate, the company shall pay Mrs. Jayashree Mohta the remuneration by way of salary, perquisites and allowances as a minimum remuneration but not exceeding the limits specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration."

## Notice (Contd.)

"**RESOLVED FURTHER THAT** the Board and/or its committee be and is hereby authorized in its absolute discretion to decide/determine, fix and/or vary/alter /modify within the limit stated above, the components of Remuneration (including Minimum Remuneration in the event of absence or inadequacy of profits in any financial year) payable to Mrs. Jayashree Mohta from time to time and to comply with legal provisions and to do all such acts, deeds, things and matters and ancillary and consequential things as may be considered necessary and to settle all questions or difficulties whatsoever that may arise to give effect to the above resolution.

7. **Re-appointment of Mr. D.P.Maheshwari, Managing Director of the company for a term of three years w.e.f. 27.6.2016.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution :

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, including any modification(s) or re-enactment thereof, if any of the Companies Act, 2013 (the Act) or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard, the consent of the company be and is hereby accorded for re-appointment of Mr. D.P.Maheshwari (holding DIN-02203749) as Managing Director of the Company for a period of three years w.e.f 27.6.2016 to 26.06.2019 on the remuneration and terms and conditions enumerated in the Statement attached hereto as recommended by the Nomination and Remuneration committee and/or approved by Board upon time to time and as may be acceptable to Mr.D.P.Maheshwari"

"**RESOLVED FURTHER THAT**, notwithstanding anything herein above stated where in any financial Year closing on or after March 31, 2015 during the tenure of Mr. D.P.Maheshwari as Managing Director of the Company, the Company incurs loss or its profits are

inadequate, the company shall pay Mr. D.P.Maheshwari the remuneration by way of salary, perquisites and allowances as a minimum remuneration but not exceeding the limits specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration."

"**RESOLVED FURTHER THAT** the Board and/or its committee be and is hereby authorized in its absolute discretion to decide/determine, fix and/or vary/alter /modify within the limit stated above, the components of Remuneration (including Minimum Remuneration in the event of absence or inadequacy of profits in any financial year) payable to Mr. D.P.Maheshwari from time to time and to comply with legal provisions and to do all such acts, deeds, things and matters and ancillary and consequential things as may be considered necessary and to settle all questions or difficulties whatsoever that may arise to give effect to the above resolution."

8. **To Increase Borrowing Power u/s 180(1)(c) of the Companies Act, 2013**

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as Special Resolution:

"**RESOLVED THAT** in supersession of the Ordinary Resolution passed under Section 293(1)(d) of the Companies Act, 1956, at the 67th Annual General Meeting of the Company held on 29th July 2013 and pursuant to Section 180 (1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force), and all other enabling provisions, if any, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow such sum or sums of monies in any manner from time to time as may be required for the purpose of businesses of the Company, with or without security and upon such terms and conditions as they may think fit, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of ₹ 700 crore (Rupees Seven Hundred crore) over and above the aggregate of the paid-up share capital of the Company and its free reserves".

## Notice (Contd.)

### 9. For Creation of Security u/s 180(1)(a) of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as Special Resolution:

**"RESOLVED THAT** in supersession of the Resolution passed by the shareholders through Postal Ballot on 7th September, 2010 under Section 293(l)(a) of the Companies Act, 1956, and pursuant to the provisions of Section 180 (l)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution and that the power to delegate such authority to any person(s)) to create such charges and/ or mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such terms and conditions and at such time or times and in such form and manner and with such ranking as to priority as it may think fit, on any of the Company's moveable and immoveable properties and assets, present and future, comprised in any undertaking or undertakings of the Company, as the case may be, in favour of the Lenders viz. financial /Investment Institutions, Bank or Banks and Trustees for the holders of debentures/bonds/other instruments to secure the repayment of loans/borrowings sanctioned and/or to be sanctioned by them from time to time for a sum not exceeding 700 crore (Rupees Seven Hundred crore) over and above the aggregate of the paid-up share capital of the Company and its free reserves and apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business as per the approval of the shareholders under section 180(1)(c) of the Companies Act, 2013 and inclusive of interest at the respective agreed rates and all other costs, charges and expenses and all monies payable by the Company in respect of such loans/borrowings as may be stipulated in that behalf and agreed to between the

Board of Directors and the Lenders."

**"RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorized to:

- (i) finalise with the Lenders, agreements and other documents, if any, necessary for creating the mortgage(s) and/or charge(s), hypothecation(s) as aforesaid, and to accept any modification(s) to, or modify, alter or vary, the terms and conditions of the aforesaid documents and
- (ii) do all such acts, deeds, matters and things and to execute all such documents, deeds and instruments in writing as may be required, incidental to and/or expedient for giving effect to this resolution and to resolve any question relating thereto, or otherwise considered by the Board of Directors to be in the best interest of the Company."

### 10. Approval of the remuneration of the Cost Auditor of the Company for the year 2015-16

To consider and if thought fit, to pass with or without modifications, the following Resolution as an ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, the Cost Auditor appointed by the Board of Directors of the company to conduct the audit of cost records for the year 2015-16 be paid the remuneration as set out in the statement annexed hereto."

**"RESOLVED FURTHER THAT** the Board is hereby authorized to do all acts and take all steps to give effect to the above resolution."

#### Registered & Head Office :

"Industry House"

10, Camac Street, Kolkata 700 017

Dated, the 18th May, 2015

By Order of the Board

For **JAY SHREE TEA & INDUSTRIES LIMITED**

**R. K. Ganeriwala**

(President, CFO & Secretary)

## Notice (Contd.)

### NOTES :

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORMS SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY(50) AND HOLDING AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) 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 A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
- b) The Equity Share Transfer Registers will remain closed from 28.07.2015 to 04.08.2015 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.
- c) The dividend on Equity Shares as recommended by the Board, if declared, will be payable on or after 4th August, 2015 to those members whose names appear on the Register of Members of the Company as on 4th August, 2015 or to their mandates. In respect of dematerialized shares, the dividend will be payable on the basis of beneficial ownership details to be furnished by NSDL and CDSL for the purpose.
- d) Members are requested to intimate before hand to the Company query/ies, if any, regarding these accounts/notice at least ten days before the meeting to enable the management to keep the required information readily available at the meeting.
- e) Pursuant to Section 205A (5) of the Companies Act, 1956 (as amended) any money transferred to the unpaid dividend account

of a Company remaining unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred to Investor Education and Protection Fund and thereafter no claims shall lie against the fund or the Company. So, you are advised to claim the same from the Company immediately. The due dates of transfer of the following dividend to the Fund are as under :

Dividends for the year	Date of declaration of dividend	Due date of transfer to the Fund
2007-2008	27.06.2008	2nd August , 2015
2008-2009	29.06.2009	2nd August, 2016
2009-2010	25.06.2010	30th July, 2017
2010-2011	22.09.2011	26th October, 2018
2011-2012	25.07.2012	29th August, 2019
2012-2013	29.07.2013	3rd September, 2020
2013-2014	01.08.2014	4th September, 2021

- f) The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2006-07, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on August 1, 2014 (date of last Annual General Meeting) on the website of the Company ([www.jayshreetea.com](http://www.jayshreetea.com)), as also on the website of the Ministry of Corporate Affairs.
- g) The Company's shares are enlisted with NSDL and CDSL for participation into Electronic Depository System operated by them. Its shares are compulsorily to be traded in Electronic Form and the security bears Code No.INE 364A01020.
- h) Members are requested to notify immediately change of address, if any, to the Company in case shares are held in physical form or to the DPs, where the account is maintained, if held in demat form.
- i) The members who have not yet registered their e-mail address are requested to do so to support the green initiative in the Corporate Governance
- j) Information about the Directors retiring by rotation as required under clause 49 of the Listing Agreement with the Stock Exchanges :



## Notice (Contd.)

### Mr.B.K.Birla

Mr. B.K.Birla aged about 94 years, holding 46000 shares, is a well known industrialist in the country and is well regarded for his foresightedness, enterprise and leadership qualities. Coming from the pioneer industrial house of India, he built up an industrial empire with strong foundation, sustained growth and proven leadership. He is associated with various educational, cultural and philanthropic institutions in the country.

Directorships held in other companies :

Century Enka Ltd., Century Textiles & Industries Ltd., Kesoram Industries Ltd., Pilani Investment & Industries Corporation Ltd. & B.K.Birla Foundation.

- (k) In compliance of provisions of Section 108 and Rule 20 of the Companies (Management and Administration) amendment Rules, 2015, the company is pleased to provide members facility to exercise their right to vote at the 69th Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting services provided by CDSL.

The Company has signed an agreement with CDSL for facilitating remote e-voting to enable the Shareholders to cast their vote electronically.

### e-Voting Procedure

**The instructions for shareholders voting electronically are as under :**

- (i) The voting period begins on 1st August, 2015 at 9:00 A.M. (IST) and ends on 3rd August, 2015 at 5:00 P.M. (IST) During this period shareholders' of the Company, holding shares either

in physical form or in dematerialized form, as on the cut-off date 28th July, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members as on the "cut-off date", i.e. 28th July, 2015 attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

## Notice (Contd.)

(vii) 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"> <li>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.</li> <li>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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If 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 (vii).</li> </ul>

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

(ix) 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 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.

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

(xi) Click on the EVSN for the relevant JAY SHREE TEA & INDUSTRIES LTD. on which you choose to vote.

(xii) 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.

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

(xiv) 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.

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

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a

## Notice (Contd.)

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 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.

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

- (l) The voting rights of shareholders shall be in proportion to their share of the paid up equity share of capital the Company.
- (m) The Board of Directors of the Company at their meeting held on 18th May, 2015 has appointed Mr.A.K.Lab, Practicing Company Secretary (FCS-4848/CP-3238 of M/s A. K. Labh & Co., Company Secretaries, Kolkata) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner, whose e-mail address is : [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com).
- (n) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared will be communicated to the stock exchanges and will also be hosted on the website of the company [www.jayshreetea.com](http://www.jayshreetea.com).
- (o) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. August 4, 2015.

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

#### ITEM NO. 5

The Board of Directors (based on the recommendations of Nomination and Remuneration Committee) had appointed Mr. Prashant Jhawar as Additional Director w.e.f. 18th May 2015. Mr. Prashant Jhawar (DIN 00353020) is a second generation entrepreneur and is the Chairman of Usha Martin Group. A graduate in Commerce, he completed a course for Strategic Alliances and Corporate Venturing from Wharton Business School. He also did a course in telecommuniations and billing and customer care from Billing College, U.K.

Aged about 52 years, Mr.Jhawar holds 200 shares in the company. Directorships held in other companies:

Usha Martin Ltd.; Usha Martin Education & Solutions Ltd.; Usha Breco Ltd.; KGVK Rural Enterprises Ltd.; Redtech Networks India (P) Ltd.; Usha Breco Education Infrastructure Ltd.; Jhawar Venture Management Private Ltd.; PARS Consultancy & Services Pvt Ltd.; KGVK Social Enterprises Ltd.; KGVK Agro Ltd.; Usha Martin International Ltd. UK; Eppixcomm Tech Ltd. UK; Eppixcomm Tech (Pty) Ltd. SA; Usha Communication Technology Ltd. UK; Peterhouse Investments Ltd. BVI.

In opinion of the Board, Mr. Prashant Jhawar fulfills the conditions specified in the Companies Act 2013 and rules made thereunder for his appointment as an Independent Director of the company. Copy of draft Letter of Appointment of Mr.Jhawar as an Independent Director setting out terms and conditions would be available for inspection without any fee for the members at the registered office of the company during 10.00 a.m. to 3.00 p.m. on all working days.

The Board considered that his association would be of immense benefit to the Company and is desirable to avail services of Mr. Prashant Jhawar as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Prashant Jhawar as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Prashant Jhawar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

#### ITEM NO. 6

Mrs. Jayashree Mohta, aged about 64 years, holding 978270 shares is the Whole time Director designated as "Vice Chairperson" of the Company w.e.f. 1st April 2011. Mrs. Mohta holds a Bachelor

## Notice (Contd.)

degree in Arts. She has more than 21 years of experience in the Business Management, tea, sugar, chemicals and fertilizers industries and in particular, having perfect palate for tea tasting which guides in proper valuation of high value teas. She is actively involved in various educational institutions on pan India basis and development of art and culture in India. She is the Honorary Consul of Belgium of Kolkata.

Directorships held in other companies :

North Tukvar Tea Co.Ltd., Avadh Mercantile Co.Ltd., Gagan Services Pvt.Ltd., Sanjay Estates Pvt.Ltd., Universal Plastocrafts Pvt. Ltd. and Jayashree Finvest Pvt. Ltd.

Mrs. Jayashree Mohta was appointed as a Whole Time Director for a period of five years w.e.f 1st April, 2011 and her term will cease on 31.03.2016. In view of the vast experience and valuable contribution of Mrs. Jayashree Mohta towards the growth of the Company the Board in its meeting held on 18th May, 2015, as recommended by the Nomination and Remuneration Committee, subject to the approval of the members of the company in the Annual General Meeting has decided to re-appoint her as a Whole Time Director designated as "Vice-chairperson" of the Company for the further period of 3 years w.e.f 1st April, 2016 on the remuneration terms and conditions set out herein. Accordingly, this resolution is being proposed for the approval of the Shareholders:

A)	Remuneration (Salary, Perquisites & Allowances)	Not exceeding ₹ 120 lacs (Rupees one hundred twenty lac only) per annum. Perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable and at actual cost to the company in other cases.
B)	Termination	The appointment, notwithstanding three years tenure fixed w.e.f. April 1, 2016 as may be terminated by either party by giving three months notice in writing.
C)	Sitting Fee	No sitting fees shall be payable for attending the meetings of the Board of Directors or any Committee thereof.
D)	Others	As per company rules.

Notwithstanding anything hereinabove, where in any financial year during the tenure of office of Mrs. Jayashree Mohta the Company has no profits or its profits are inadequate, the Company will pay the aforesaid remuneration by way of salary and perquisites as Minimum Remuneration but not exceeding the limits specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

The overall remuneration of the Director including perquisites are well within the overall limits specified under Section 196, 197, 203 read with Schedule V of the Companies Act, 2013.

(None of the Directors, except Mrs. Jayashree Mohta herself and Mr. B. K. Birla, Mr. Vikash Kandoi, being the relative of Mrs. Jayashree Mohta are concerned or interested in the said resolution.

### ITEM NO. 7

Mr. D. P. Maheshwari, is Managing Director of the company since 27th June, 2008. He was re-appointed in the Annual General Meeting held on 25th July, 2012 for a period of three years w.e.f 27 .06.2013 to 26.06.2016. So the tenure of Mr. D.P.Maheshwari is due to expire on 26.06.2016. He holds directorship in Vibhuti Vincom Pvt. Ltd. Mr. D. P. Maheshwari is about 67 years of age and holds 11348 shares. Keeping in view the qualification and vast experience of Mr.Maheshwari, the Board in its meeting held on 18th May, 2015, as recommended by the Nomination and Remuneration committee, subject to the approval of the members of the Company in the Annual General Meeting has decided to re-appoint him as the Managing Director of the Company for the further period of three years w.e.f 27.6.2016 to 26.06.2019 on the remuneration and terms and conditions set out herein. Accordingly this resolution is being proposed for the approval of the members.



**Notice (Contd.)****TERMS & CONDITIONS**

(i)	Period	3 years w.e.f. 27.6.2016 to 26.6.2019
(ii)	Salary	₹ 5,75,000/- to ₹ 8,00,000/- per month as may be determined by Nomination and Remuneration Committee from time to time.
(iii)	Perquisite	Perquisites shall be allowed in addition to salary as under :
<b>PART – A</b>		
(a)	Housing	Rent free accommodation or house rent allowance as per Rules of the Company.
(b)	Medical Reimbursement	Expenses incurred for self and family subject to a ceiling of one month's salary and mediclaim premium as per rules of the Company.
(c)	Leave Travel Concession	For self and family once in a year incurred in accordance with the rules of the Company.
(d)	Bonus	Bonus shall be payable as per rules of the Company.
(e)	Club Fees	Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fee
(f)	Personal Accident Insurance	Actual premium not exceeding ₹ 10,000/- per annum
<b>PART – B</b>		
i)	Company's contribution to Provident & Superannuation Fund	In accordance with the Schemes of the Company.
ii)	Gratuity	One half month's salary for each completed year of service as per rules of the Company.
iii)	Leave Encashment	Encashment of leave as per rules of the Company
<b>PART-C</b>		
i)	Car	Free use of Company's car with driver on company's business. Such use will not be considered as perquisites. Personal use of the company's car will be billed.
ii)	Telephone	Use of telephones (including Mobile) on business. Such use will not be considered as perquisites.
iii)	Termination of Appointment	The appointment may be terminated by either party giving three months prior notice.

Notwithstanding anything hereinabove, where in any financial year during the tenure of office of Mr. D.P.Maheshwari the Company has no profits or its profits are inadequate, the Company will pay the aforesaid remuneration by way of salary and perquisites as Minimum Remuneration but not exceeding the limits specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

The overall remuneration of the Director including perquisites are well within the overall limits specified under Section 196, 197, 203 read with Schedule V of the Companies Act, 2013.

(None of the Directors, except Mr. D.P.Maheshwari is concerned or interested in the said resolution.)

## Notice (Contd.)

Information in terms of Schedule V to the Companies Act, 2013 for seeking approval of the shareholders are given here below :

<b>I GENERAL INFORMATION</b>	
1. Nature of Industry	Cultivation of tea and manufacturing of tea, chemicals & fertilizers, sugar and warehousing activities.
2. Date of commencement of commercial production	The Company is in manufacturing operation since 1945.
3. In case of new companies, expected date of commencement of activities as per project approved by financial Institution appearing in the prospectus	Not applicable
4. Financial performance based on given Indicator	As per Audited Financial Results for the year ended :

(₹ In lacs)

	<b>31.03.2015</b>	<b>31.03.2014</b>	<b>31.03.2013</b>
Revenue from operations (Net)	68471	69951	66947
Profit/(Loss) before interest, depreciation & tax (PBITDA)	3173	5934	9124
Interest (Net)	3929	4203	2510
Profit/(Loss) before Depreciation & Tax (PBDT)	(756)	1731	6614
Depreciation/Amortization	1359	1518	1310
Profit/(Loss) before Tax (PBT)	(2115)	213	5304
Provision for Tax	(213)	(121)	1297
Profit/(Loss) after Tax (PAT)	(1902)	334	4007

5. Foreign Investment or collaborators, If any :	The Company has joint venture operation for two of its tea estates at Rwanda and has acquired 100% stake in tea companies owning two estates in Uganda.
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## II. INFORMATION ABOUT THE APPOINTEES:

### a) Mrs. Jayashree Mohta

#### 1. Background details :

Mrs. Jayashree Mohta, aged about 64 years, holds a Bachelor degree in Arts. She is on Board of Company since 17th June 1992. The Board in its meeting held on 14.2.2011 appointed Mrs. Jayashree Mohta as Whole-time Director designated as "Vice Chairperson" of the Company w.e.f. 1st April 2011.

#### 2. Past remuneration :

Remuneration paid during last 3 years

2012-13	₹	84 lacs
<b>2013-14</b>	₹	90 lacs
<b>2014-15</b>	₹	<b>90 lacs</b>

#### 3. Recognition or Awards :

The company under her stewardship developed international market for tea getting accolades in international arena.

#### 4. Job profile and suitability :

Mrs. Jayashree Mohta has been entrusted with the responsibilities to manage the affairs of the company on a day to day basis. She has been rendering services to the company in relation to development of its tea plantation, tea exports, chemical, sugar and other operations. She has perfect palate for tea tasting which guides in proper valuation of high value teas and improved tea sales realization.

#### 5. Remuneration Proposed :

The proposed remuneration is within the limit set out under Section 196, 197, 203 read with Schedule V of the Companies Act, 2013.

## Notice (Contd.)

### 6. Comparative remuneration profile with respect to industry, size of the company, profile of the Position and person :

Remuneration of Chief Executive Officers in the industry in general has gone up manifold in past few years. It is not possible to find out comparative remuneration in the industry with respect to profile of the position with respect to diversified activities of the company tea, chemicals & fertilizers and sugar segments. The remuneration to Mrs. Jayashree Mohta is purely based on merits.

### 7. Pecuniary relationship directly or indirectly with the company relationship with the managerial personnel :

Mrs. Jayashree Mohta has no pecuniary relationship with the Company other than her remuneration as Whole Time Director. She is related to Mr. B.K.Birla and Mr. Vikash Kandoi within the meaning of Section 2 of the Companies Act, 2013.

#### b) Mr. D.P.Maheshwari

#### 1. Background details :

Mr. D.P.Maheshwari aged about 67 years is a Commerce Graduate. He is with the company since 1967. He is the senior most executive of the company and is the Managing Director since 27.06.2008.

#### 2. Past remuneration : (₹ in '000)

	31.03.2015	31.03.2014	31.03.2013
Salary	6900	6300	5400
Perquisites	2478	2357	2293
Contribution to P.F. and Superannuation Fund	1863	1701	1458
<b>Total</b>	<b>11241</b>	<b>10358</b>	<b>9151</b>

#### 3. Recognition or Awards :

Mr.D.P.Maheshwari started his career from Sholayar Estate, way back in 1967 and has held various positions in the industry organizations starting from District Planters Association as Chairman of Annamalai Planters Association, State Planters Association as Chairman of Planters Association of Tamilnadu and has held the post of President of United Planters' Association of Southern India (UPASI) Tea Committee for five years. He has been Member of Tea Board for five years and also had been the Vice-Chairman of Tea Board for the year 2008-09. Mr. Maheshwari was the President of Tea Association of India.

#### 4. Job profile and suitability :

Mr.D.P.Maheshwari, the Managing Director is entrusted with the powers and authorities to manage the affairs of the company on a day to day basis subject to superintendence, direction

and control of the Board of Directors. He is an experienced planter and have extensive knowledge of tea industry. His experience at various levels has helped him to successfully manage the affairs of the company for last several years.

#### 5. Remuneration Proposed :

The proposed remuneration is within the limit set out under Section 196, 197, 203 read with Schedule V of the Companies Act, 2013.

### 6. Comparative remuneration profile with respect to industry, size of the company, profile of the Position and person.

Remuneration of Chief Executive Officers in the industry in general has gone up manifold in past few years. It is not possible to find out comparative remuneration in the industry with respect to profile of the position with respect to diversified activities of the company tea, chemicals & fertilizers and sugar segments. The remuneration to Mr. D.P.Maheshwari is purely based on merits.

### 7. Pecuniary relationship directly or indirectly with the company relationship with the managerial personnel:

Mr. D. P. Maheshwari has no pecuniary relationship with the Company other than his remuneration as Managing Director. There is no managerial personnel related to Mr. D.P.Maheshwari.

## III OTHER INFORMATION :

#### 1. Reasons of loss or inadequate profits:

The company operates in tea, sugar and fertilizers. Tea and sugar industry is passing through a difficult phase. Cost of inputs have gone up considerably without any corresponding increase in sale price due to factors beyond the control of the management.

The profitability over the last 5 years is given below:

Year	Profit/(Loss) after Tax (₹ in lacs)	Dividend Percentage (%)
2010-11	4631	60%
2011-12	1432	60%
2012-13	4007	80%
2013-14	334	40%
2014-15	(1902)	20%

## Notice (Contd.)

### 2. Steps taken or proposed to be taken for improvement :

The company is taking continuous steps for improvement in quality of tea. Cost control measures have been initiated at fertilizer and sugar units. These measures should help in better price realisation of tea and improvement in efficiency of fertilizer and sugar units.

### 3. Expected increase in productivity and profits in measurable terms:

All the company's gardens are producing quality teas. The Company's gardens are included amongst the top gardens in the areas of their operation. The yields are improving gradually with stress on quality. This should increase our profit margin substantially.

## IV DISCLOSURES

### 1. Disclosure under Corporate Governance in the Board of Directors' Report

The details of sitting fees paid to the Directors and remuneration package payable alongwith relevant details payable to Mrs. Jayashree Mohta and Mr. D.P.Maheshwari has been mentioned hereinabove in the Report of Corporate Governance attached to the Director's Report. There is no severance fee or stock option to either of them. The period of appointment and remuneration to them is as per approval of Annual General Meeting resolution. The appointment may be terminated by either party giving the other three months notice.

### ITEM NO. 8 & 9

The Shareholders at the 67th Annual General Meeting of the Company held on 29th July 2013 had accorded their consent to the Board under erstwhile Section 293(1)(d) of the Companies Act, 1956 for borrowing in excess of the aggregate of the company's paid up capital and free reserves, subject to a limit of ₹ 500 crore (Rupees five

hundred crore) over and above the aggregate of the paid up capital of the company and its free reserves.

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors of a Company shall not borrow money in excess of the Company's paid-up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the Ordinary course of business, except with the consent of the Company accorded by way of a Special Resolution.

In view of the same it would be prudent to obtain consent of the Shareholders to borrow monies subject to a limit of ₹ 700 crore (Rupees Seven Hundred Crore) in addition to the aggregate of the Company's paid-up share capital and its free reserves. The Resolution No. 8 as above is to obtain consent of the shareholders for this purpose. The proposed borrowings of the Company, may, have to be secured by way of mortgage/charge on immoveable properties and/or hypothecation of the moveable properties of the Company both present and future, as may be agreed to with the concerned banks or financial/investment institutions or any other party.

Since the mortgage and/or charge/hypothecation to be created as aforesaid may attract the provision of Section 180(1)(a) of the Companies Act, 2013, it is deemed advisable to obtain the approval of the members by way of a Special Resolution under the provisions of the said Act. The Directors accordingly commend the resolutions in item nos. 8 & 9 of the accompanying notice for the approval of the members.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at item Nos. 8 & 9.

### ITEM NO. 10

The Board on the recommendation of the Audit Committee has approved the appointment of M/s. D. Sabyasachi & Co., Cost Auditors to audit cost records of tea, chemicals and sugar units of the company for the financial year ending 31st March 2016 at a remuneration of ₹ 1,00,000/- (Rupees one lac only).

As per Section 148 of the Act, the remuneration payable as above is to be ratified by the shareholders. Accordingly, the consent of the members is sought for passing the said resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in Item No. 10.

The Board recommends the resolution for your approval.

### Registered & Head Office :

"Industry House"

10, Camac Street, Kolkata 700 017

the 18th day of May, 2015

By Order of the Board  
For **JAY SHREE TEA & INDUSTRIES LIMITED**

**R. K. Ganeriwala**  
(President, CFO & Secretary)





## MANAGEMENT'S DISCUSSION AND ANALYSIS

### OVERVIEW

Indian Tea production was lower at 1185 million kg. compared to 1200 million kg. in 2013. Assam Valley accounted for the entire deficit. Conducive weather in Cachar, Dooars & Terai helped in higher production. The Darjeeling and South India production was down. Your Company produced 215.62 lac kg. of tea against 223.24 lac kg. last year. Out of this your own crop was 167.17 lac kg against 170.53 lac kg. The bought leaf production was decreased from 52.71 lac kg to 46.23 lac kg. Upper Assam crop was lower by 9%, Dooars higher by 14% and Cachar higher by 1%. Darjeeling crop was lower by 6%. There was major impact of wage increase in Assam and Darjeeling on the industry.

### SEGMENT ANALYSIS AND REVIEW

The Company is engaged in the manufacture of tea, sugar and chemicals & fertilisers besides tea warehousing and investment activities. Tea accounts for 67 %, sugar 23 %, chemicals & fertilisers 9 % and others 1% of the gross turnover during 2014-15.

### TEA

Your Company's district wise production compared to All India production is enumerated below :

(Quantity in million kg.)

District	Tea Manufactured by the Company (April to March)			All India Production* (Jan. to December)		
	2014-15**	2013-14**	Increase/ Decrease (%)	2014	2013	Increase/ Decrease (%)
Cachar	7.59	7.55	(+) 0.53	50.79	48.28	(+) 5.20
Assam Valley	7.71	8.48	(-) 9.08	538.98	569.86	(-) 5.42
<b>Total Assam</b>	<b>15.30</b>	<b>16.03</b>	<b>(-) 4.55</b>	<b>589.77</b>	<b>618.14</b>	<b>(-) 4.59</b>
Darjeeling	0.87	0.93	(-) 6.45	8.51	10.15	(-) 16.16
Dooars	0.79	0.69	(+) 14.49	189.02	179.45	(+) 5.33
Terai	2.83	2.79	(+) 1.43	131.78	125.66	(+) 4.87
<b>Total West Bengal</b>	<b>4.49</b>	<b>4.41</b>	<b>(+) 1.81</b>	<b>329.31</b>	<b>315.26</b>	<b>(+) 4.46</b>
<b>Others</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>24.54</b>	<b>24.04</b>	<b>(+) 2.08</b>
<b>Total North India</b>	<b>19.79</b>	<b>20.44</b>	<b>(-) 3.18</b>	<b>943.62</b>	<b>957.44</b>	<b>(-) 1.44</b>
Tamilnadu	1.78	1.88	(-) 5.32	168.93	174.46	(-) 3.17
Kerala	-	-	-	65.52	62.55	(+) 4.75
Karnataka	-	-	-	6.73	5.59	(+) 20.39
<b>Total South India</b>	<b>1.78</b>	<b>1.88</b>	<b>(-) 5.32</b>	<b>241.18</b>	<b>242.60</b>	<b>(-) 0.59</b>
<b>Total Production</b>	<b>21.57</b>	<b>22.32</b>	<b>(-) 3.36</b>	<b>1184.80</b>	<b>1200.04</b>	<b>(-) 1.27</b>

## Management Discussion and Analysis (Contd.)

\* All India figures on calendar year basis and estimated for 2014.

\*\*The above production includes tea manufactured from bought leaf.

District wise price realised by the Company for own produce compared to previous year is as under:

(Quantity in million kgs)

Tea Areas	This year			Previous year		
	Qty.	Rate (₹)	Dist. Average (₹)	Qty.	Rate (₹)	Dist. Average (₹)
Cachar	6.80	132.74	113.73	7.42	118.43	104.84
Assam	7.23	186.04	153.82	8.17	173.47	149.67
Darjeeling	0.79	452.80	264.78	0.84	473.56	309.84
Dooars/Terai	3.52	145.49	124.77	3.39	132.97	121.09
South India	2.38	117.38	110.39	1.99	133.60	116.85
<b>Total</b>	<b>20.72</b>	<b>163.94</b>		<b>21.81</b>	<b>156.37</b>	

### OUTLOOK

Decrease in production in Assam Valley during 2014 results in shortage of good quality teas. The market has started on a strong note however, prices would depend upon the progress of crop and export enquiry. Low quality segment is likely to face price and movement constraints during heavy cropping months. The cost of production is going up with increase in wages inputs. So the quality needs to be improved continuously to fetch better prices which will more than compensate the cost.

Favourable weather results in a second year of record harvest in Kenya. Production of Rwanda and Uganda was lower compared to last year. Prices declined for both in line with other African countries. The management has taken various steps to improve production and quality.

### RISKS AND CONCERNS

- South India production hurt by sharp fall in prices and rising costs.
- Lower export from India is a key factor in dragging down prices.
- Depreciating Ruble/Euro is a cause of concern.
- Abnormal increase in wages, without any corresponding increase in sale prices of tea.

### CHEMICALS & FERTILISERS

#### REVIEW OF OPERATIONS

All India production of Single Superphosphate (SSP) registered steep decline of 23%. The capacity utilization of all the plants went down from 47% last year to 39% this year.

Your Company improved its production of SSP by 19% and dispatch by 15%.

The adverse climatic conditions in West Bengal upto July 2014 had an impact on consumption of phosphatic fertilisers in West Bengal. However, with better marketing efforts, your Company could improve its sale and realization.

The Government of India has recognized the need to promote consumption of SSP for sulphur deficiency in soil and to discourage the import of DAP.

The Sulphuric Acid production in India has to compete with the smelter units where it is a by- product. The sale price of the Sulphuric Acid gets reduced in the market when the supplies from such units are more than the requirement.

The performance of Sulphuric Acid unit at Pataudi was affected as the margins were lower.

### OUTLOOK

There is an imbalance in use of fertilizer nutrients due to the control pricing of urea and the Government wants to emphasize on balanced use of nutrients in soil. This augurs well for the use of phosphatic fertilisers in future.

### OPPORTUNITIES AND THREATS

#### Strengths

- Annapurna brand of the Company is well received in West Bengal market and enjoys premium over others.
- Established distributors network in all districts of West Bengal.
- SSP is considered to be the cheapest fertilisers available in the market.

## Management Discussion and Analysis (Contd.)



### Threats

- The Government of India fertilizer policies discriminating SSP against other fertilisers
- Adverse climatic conditions always impact sales and its realisations.
- Indirect control on sales price by the State Government.
- Rupee Dollar volatility increases the cost of imported raw material with no corresponding increase in the sale price.

### SUGAR

India's annual sugar production is up by 11.5% during 2014-15 crushing season on bumper cane production. Carry over stock for 2015-16 season is estimated at 8.5 MT, 2.5 MT higher than the normative requirement of 6.0 MT. Cane price arrears across the country have reached all time record level of ₹ 17000 crore and with the depressed market conditions of sugar, mills are not in a position to pay even Fair & Remunerative Price (FRP) to the sugarcane farmers. Over and above this few state governments have fixed sugarcane prices at very higher level. The Government encouraged sugar export through a subsidy assistance of ₹ 4000/- a tonne on raw sugar shipment upto 1.4 MT, falling raw sugar prices in the benchmark New York market have hit exports. Sugar prices have reached a seven year low in global markets.

Your company produced 55412 tonnes of White sugar in 2014-15 compared to 44249 tonnes in 2013-14. The sugarcane crushed was 619211 tonnes compared to 498117 tonnes last year. The production of the season was 45154 on crushing of 484700 tonnes of cane. The recovery percentage was 9.32% as compared to 8.89% last year. On all operational parameters the mill is considered to be one of the best mills of Bihar.

### OPPORTUNITIES AND THREATS

#### Strengths

- High value of by-product for downstream industries.
- Government's effort to make ethanol blending mandatory.
- Growing population and rapid socio economic development particularly in rural area with no major increase in acreage is going to create mismatch in demand and supply situation of every agricultural produce.
- Strong Government at the centre should push reforms in the sugar industry.

#### Threats

- State Government policies regarding cane pricing.
- Industry cycle.

Indian sugar industry is passing through a difficult phase with increased production and higher cost with stagnant sale price. However the long term prospects are good with steady increase in consumption every year and opportunities from by-products.

### RISK MITIGATION

Your Company has proven expertise in managing agro-based industry. Soon after takeover, the Company initiated cane development program on large scale basis with improved varieties of cane. It has taken several steps to obtain better quality cane leading to improved recovery. Our agriculture team is carefully monitoring cane planting and harvesting schedule and its development. Good quality seeds, fertilisers and manure are provided to the farmers well in time in our command area.

### DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial performance of the Company with respect to operational parameters has declined during the year due to wage increase in tea estates, lower price realization of Darjeeling and South Indian Teas, loss in sugar division because of brought forward stock loss due to valuation and poor realization of sugar prices. The company

## Management Discussion and Analysis (Contd.)

deployed its surpluses in debt mutual funds and tax free bonds to derive better returns. Effective working capital management has been introduced to save on finance cost.

### INTERNAL CONTROL

The company has laid down policies, guidelines and procedures which form part of its internal control system. The company's internal control systems are periodically tested and supplemented by an extensive program of internal audit by independent firms of Chartered Accountants. Audits are finalised and conducted based on internal risk assessment. Significant findings are brought to the notice of the Audit Committee of the Board and corrective measures recommended for implementation. The Company has also formulated internal financial control system which is in line with the industry standard.

### BUSINESS RESPONSIBILITY STATEMENT (BR)

#### HEALTH, SAFETY, SECURITY AND ENVIRONMENT

Health, safety, security and environment (HSSE) is a key priority for your Company. Simply stated, our goals are: no accidents, no harm to people and no damage to environment. The health, safety and security of everyone who works for your Company, is critical to the success of business.

All fertilisers factories of your Company are following full Environment Management System and Occupational Health & Safety Management System

All the tea estates follow green environment policy. Afforestation is being carried out on regular basis. The sugar mill has adopted good occupational health and safety management system.

### DEVELOPMENT IN HUMAN RESOURCES MANAGEMENT

The industrial relation in all tea estates and other units continued to be cordial. The Company carries out various program for development of its executives at all levels. During the year the company carried out restructuring exercise at key level for improvement in plantation activities and overall corporate performance.

During the year under review, the focus continued to be on the development of leadership capability and talent management with a view to ensure alignment to the overall business strategy. The focus this year was on engaging employees for

improvement in quality. Using interactive sessions, your Company engaged all its employees on Safety, Respect, Excellence, Courage and One Team and is now actively seeking to embed these values. Your Company's updated performance and reward system now creates an explicit link between its values and behaviours and the way individuals are judged and rewarded within your Company.

Continuing its journey of building a diverse and inclusive workforce, your Company's key initiatives in this area included training program to equip workers to succeed in the workplace.

Workshops were also conducted for Managers by senior management team to enable them to effectively manage and interact with each other. In addition, there is a continuous endeavour to ensure that your Company is hiring and retaining diverse talent.

Your Company continued to maintain high standards of employee relations and 2014-15 saw many achievements on this front. All the employees were motivated with their grievances sorted out by the top management to give their 100% to the Company.

The total number of people employed in your Company as on 31st March, 2015 was 24155.

### CAUTIONARY STATEMENT

The statements in the report of the Board of Directors and the Management's Discussion and Analysis report describing the company's projections, estimates, expectations or predictions may be forward looking statements within the meaning of 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 Company. Further tea, sugar and chemicals industries depend upon the vagaries of nature and any adverse/ favourable situation can change the whole situation.







## CORPORATE GOVERNANCE REPORT

### CORPORATE GOVERNANCE REPORT

The Company believes that Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws with highest standards of transparency and business ethics. The basic principle is to achieve business excellence keeping in view the needs and interest of all its stakeholders.

#### 1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company is committed to good Corporate Governance and transparency in all dealings and places emphasis on business ethics, responsibilities conduct, integrity and accountability. The Company acknowledges the rights of its shareholders to information on performance of the Company. The Company provides information on performance of the company and other key events concerning business to its shareholders. The company strives to achieve business excellence for increasing long term shareholder value, keeping in view the needs and interest of all its stakeholders.

#### 2. BOARD OF DIRECTORS

##### Composition :

The Board strength of directors includes a Non-Executive Independent Chairman, five Independent directors, two whole-time directors designated as Vice-Chairperson and Executive Director and a Managing Director. The Non-Executive Directors are industrialist of repute and eminent professionals drawn from amongst persons with experience in business and industry, finance and management. The composition is as under :

Membership of other Boards of Directors/ Committee of directors and Attendance record for the Company:

Four Board Meetings were held in 2014-2015 i.e. on 26th May, 2014 ; 1st August, 2014; 4th November, 2014; and 30th January, 2015.

## Corporate Governance Report (Contd.)

Directors	Categories of Directors	No. of Board Meetings Attended	Attendance of the last AGM	No. of outside Directorship held	No. of outside Committee Membership held	No. of outside Committee Chairmanship held	No. of shares held in the company as on 31.03.2015
Mr. B. K. Birla (Chairman)	Promoter-Non-Executive	4	Yes	4	-	-	46000
Mrs. Jayashree Mohta	Promoter-Executive (Vice Chairperson)	3	Yes	2	-	-	978270
Mr. B. M. Khaitan	Independent-Non-Executive	2	No	5	1	-	200
Mr. G. P. Goenka	Independent-Non-Executive	1	No	5	-	-	600
Mr. S. S. Kothari	Independent-Non-Executive	3	No	2	-	1	4600
Mr. S. K. Tapuriah	Independent-Non-Executive	4	Yes	-	-	-	768
Mr. Subodh Kumar Agrawal (w.e.f.01.08.2014)	Independent-Non-Executive	2	Yes	-	-	-	200
Mr. Vikash Kandoi	Executive (Executive Director)	3	Yes	-	-	-	1126
Mr. D. P. Maheshwari	Executive (Managing Director)	4	Yes	-	-	-	11348

No director is related to any other director on the Board in terms of the provisions of the Companies Act, 2013 except Mr. B. K. Birla, Mrs. Jayashree Mohta and Mr. Vikash Kandoi who are related to each other. Mr. B. K. Birla is father of Mrs. Jayashree Mohta and Mr. Vikash Kandoi is son in-law of Mrs. Jayashree Mohta.

All the Directors affirmed that apart from receiving sitting fees and /or remuneration by Executive Directors and Managing Director, they do not have any pecuniary relationships or transactions with the Directors Company, its promoters, its Directors, its Senior Management or its subsidiaries i.e North Tukvar Tea Co.Ltd., Birla Holdings Ltd., Parvati Tea Company Ltd., joint venture and associates (as defined in AS 23) which might affect independence of directorship in the Company.

### Code of Conduct :

The Company has a code of conduct for all its Board members and senior management personnel which is available on the website of the Company. It has received necessary declarations affirming compliance with it from all of them and a declaration to this effect duly signed by the Managing Director is attached to this report.

### Separate Meeting of Independent Directors :

As stipulated by the Code of Independent Directors under Companies Act 2013 and the Listing Agreement, a separate meeting of the Independent Directors of the Company was held on 30th January 2015 to review the performance of Non Independent Directors including the Chairman and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

### Familiarization Program

The Company has taken step to familiarize its directors including Independent Directors about the Company operations, business model, industry in which the Company operates and their role and responsibilities. The details of such program is posted on the Company's website.

## Corporate Governance Report (Contd.)

### 3. AUDIT COMMITTEE

The constitution of Audit Committee is as per requirement of Clause 49 of the Listing Agreement.

The Audit Committee comprises of three Non-Executive Independent Directors and Mr. D.P.Maheshwari, Managing Director of the Company. Mr. R.K.Ganeriwala, President, CFO & Secretary, the Internal Auditors and Statutory Auditors are permanent invitees to the meeting.

The Audit Committee has been reconstituted by the Board and shall act in accordance with the terms of reference as specified in section 177 of the Companies Act, 2013.

The terms of reference of the Committee are:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information and review and quarterly and yearly financial statements.
2. Recommending to the Board, the appointment, re-appointment of the statutory auditor and the fixation of audit and other fees.
3. Reviewing and monitoring the auditor's independence and performance.
4. Recommending to the Board, the appointment and remuneration of Cost Auditor.
5. Reviewing with the management, performance of internal auditors and adequacy of the internal control systems.
6. To review the functioning of the Whistle Blower Mechanism.
7. Approval or any subsequent modification of transactions of the Company with related parties.
8. To evaluate internal financial controls and risk management systems.
9. Such other functions as may be prescribed under the applicable laws and regulations.

Four Meetings of the Audit Committee were held in 2014-2015 on 26th May, 2014; 1st August, 2014; 4th November, 2014; and 30th January 2015.

Attendance record of the Audit Committee Meetings.

Name of Directors	No. of Meetings
Mr. S.K. Tapuriah (Chairman)	4
Mr. S.S. Kothari (Member)	3
Mr. Subodh Kumar Agrawal (Member) (w.e.f 04.11.2014)	1
Mr. D.P.Maheshwari (Member)	4

### 4. EVALUATION OF THE BOARD'S PERFORMANCE

During the year, the Board evaluated its own performance as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out covering various aspects of the Boards functioning such as composition of the Board & committees, qualification, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of Non-Independent Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise. The performance of Independent Directors has been evaluated based on the guidelines as provided under Schedule IV of the Act and it has been determined that their term of appointment shall be extended or continued as the case may be.

The evaluation of the Independent Directors was carried out by the entire Board except by the Director being evaluated and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

### 5. NOMINATION AND REMUNERATION COMMITTEE

The Remuneration Committee is re-designated as "Nomination and Remuneration Committee" as per Section 178(1) of the Companies Act, 2013 w.e.f. 26th May, 2014. The Nomination and Remuneration Committee comprises of three Non Executive Directors and Mr R.K. Ganeriwala, President, CFO & Secretary acts as Secretary to this Committee. The committee had met once in the year 2014-15 on 26th May, 2014.

## Corporate Governance Report (Contd.)

Attendance record of the Nomination and Remuneration Committee Meetings.

Name of Directors	No. of Meetings
Mr. B.M. Khaitan (Chairman)	1
Mr. S. S. Kothari (Member)	1
Mr. S. K. Tapuriah (Member)	1

Terms of reference of this committee are :

- Determining/recommending the criteria for appointment of Executive, Non- Executive and Independent Directors to the Board.
- Determining/recommending the criteria for qualification, positive attributes and Independence of Directors.
- Identifying candidates who are qualified to become Directors and who may be appointed in Senior Management and recommending to the Board their appointment and removal.
- Reviewing and determining all elements of remuneration package of all Executive Directors i.e. salary, benefits etc.
- Determining policy on service contract, notice period, severance fees for Directors and Senior Management.
- Evaluating each director's performance and performance of the Board as a whole.

### Remuneration Policy

The Company follows a policy on remuneration of Directors and

Senior Management Employees,

- Non Executive director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act 2013 and the Companies Managerial Remuneration Rule, 2014.
- Non Executive Directors shall be entitled to receive commission not exceeding 1% of the net profit of the Company as may be approved by the Board and Shareholders, subject to the profitability of the Company.
- Executive Directors, Managing Director and Key Managerial Personnel (KMP) will carry out individual Performance appraisal review and recommend annual increment and performance incentive.

The Nomination and Remuneration Committee have formulated the criteria for determining qualifications, Positive attributes, and independence of a Director in line with the requirements as given under Schedule IV of the Companies Act, 2013. All the Independent Directors have been appointed based on such criteria's.

## 6. REMUNERATION OF DIRECTORS

The details of sitting fees paid to the Directors and salary and perks paid to the Executive Directors and Managing Director of the Company during the year 2014-2015 are given below :- (₹ in '000)

Name of Directors	Sitting Fees		Total
	Board Meeting	Committee Meeting	
Mr. B.K. Birla	80	-	80
Mr. B.M. Khaitan	40	20	60
Mr. G.P. Goenka	20	-	20
Mr. S.S. Kothari	60	60	120
Mr. S.K. Tapuriah	80	80	160
Mr. Subodh Kumar Agrawal	40	20	60
	<b>320</b>	<b>180</b>	<b>500</b>



## Corporate Governance Report (Contd.)

(₹ in '000)

	Salary	Value of perquisites	Retirement Benefits		Total
Mrs. Jayashree Mohta (Vice-Chairperson)	9000	-	-		9000
Service Contract				5 years from 1st April, 2011	
Notice Period				3 months	
Mr. Vikash Kandoi (Executive Director)	3600				3600
Service Contract				Re-appointed for 3 years from 1st April, 2015	
Notice Period				3 months	
Mr. D.P.Maheshwari (Managing Director)	6900	2478	1863		11241
Service Contract				Re-appointment for 3 years from 27th June 2013.	
Notice Period				3 months	

### 7. STAKEHOLDER RELATIONSHIP COMMITTEE

The Investors/Shareholders Grievance Committee is re-designated as "Stakeholder Relationship Committee" as per Section 178 (5) of the Companies Act, 2013 with effect from 26th May, 2014. The Stakeholder Relationship Committee comprises of three Non-Executive Independent Director and Mr. D.P.Maheshwari, Managing Director of the company, Mr. R.K.Ganeriwala, President, CFO & Secretary is the Compliance Officer of the Company. The Company had received 23 complaints from the shareholders and all of them have been resolved to the satisfaction of those shareholders.

The shares are traded on the Stock Exchanges in compulsory dematerialised form. There are no pending complaints as on 31st March, 2015.

#### POSITION OF THE SHAREHOLDERS' COMPLAINTS RECEIVED AND REDRESSED DURING THE FINANCIAL YEAR 2014-2015.

Types of Grievances	Total Complaints received during the year 2014-2015	Total Redressed	No. of Complaints pending As on 31.03.2015
Non-receipt of Dividend Warrant	8	8	Nil
Non-receipt of ECS Intimation Letter	5	5	Nil
Non-receipt of Annual Report	10	10	Nil
Total	23	23	Nil

Two Meetings of the stakeholder relationship Committee were held in 2014-2015 on 26th May, 2014 and 4th November, 2014.

## Corporate Governance Report (Contd.)

### Attendance record of the Stakeholder Relationship Committee Meetings.

Name of Directors	No. of Meetings
Mr. S. K. Tapuriah (Chairman)	2
Mr. S.S. Kothari (Member)	2
Mr. Subodh Kumar Agrawal (Member) (w.e.f. 04.11.2014)	-
Mr. D.P.Maheshwari (Member)	2

### 8. WHISTLE BLOWER POLICY

In terms of provision of Section 177(9) of the Companies Act, 2013, the Company has implemented a vigilance mechanism which includes implementation of the Whistle Blower Policy.

The Policy encourages Directors and employee to bring to the Company's attention, instances of unethical behavior, actual or suspected incidents of fraud or violation of the code of conduct that could adversely impact the Company's operations, business performance and/ or reputation.

The Company will investigate such reported incidents in an impartial manner and take appropriate action to ensure that the requisite standards of professional and ethical conduct are always upheld. The Policy is also posted on the website of the Company.

The main objectives of the Policy are as under :

- To protect the brand, reputation and assts of the Company from loss or damages resulting from suspected or confirmed incidents of fraud/misconduct.
- To provide healthy and fraud free culture
- To provide guidance to the employees on reporting any suspicious activities and handling critical information and evidence.

No personnel has been denied access to the Audit Committee.

### 9. GENERAL BODY MEETINGS

- The details of Annual General Meetings held in last three years are as under :

AGM	Year	Venue	Date	Time
Sixty Sixth	2011-2012	Kala Kunj 48, Shakespeare Sarani, Kolkata-700017	25th July, 2012	10.30 A.M.
Sixty Seventh	2012-2013	-do-	29th July, 2013	10.30 A.M.
Sixty Eighth	2013-2014	-do-	1st August, 2014	10.30 A.M.

- SPECIAL RESOLUTIONS PASSED IN THE LAST THREE AGMS:

#### a) In the AGM on 1st August, 2014 :

Two Special Resolution were proposed and approved:

- Payment of overall and minimum remuneration to Mrs. Jayashree Mohta, Vice Chairperson in case of absence of inadequacy of profits in any financial year for the remaining tenure from 01.04.2014 to 31.03.2016.
- Re-appointment of Mr. Vikash Kandoi Whole-time Director under the designation "Executive Director for a term of three years w.e.f 01.04.2015.

#### b) In the AGM on 29th July, 2013 :

One Special Resolution was proposed and approved:

- To pay commission to the Directors of the Company not exceeding 1% of the net profits of the Company calculated in accordance with the provision of Section 198 & 349 of the Act. The remuneration will be distributed amongst the Directors as may be determined by the Board of Directors for a period of 5 years w.e.f. 1st April, 2014.

## Corporate Governance Report (Contd.)

### c) In the AGM on 25th July, 2012 :

Two Special Resolutions were proposed and approved :

- i) Appointment of Mr. Vikash Kandoi as whole-time Director designated as Executive Director for a period of three years w.e.f. 01.04.2012 and fixing his remuneration.
- ii) Re-appointment of Mr. D. P. Maheshwari as Managing Director of the Company for a period of three years w.e.f. 27.06.2013 to 26.06.2016 and fixing his remuneration.
- iii) All the resolutions set out in the respective notices were passed by the shareholders.
- iv) No resolution was put through postal ballot during the year 2014-2015.

with the related parties set out in note no. (P) of the Standalone Financial Statements, forming part of the Annual Report. Related Party Transaction Policy is available on the Company's website, at the web link: <http://jayshreetea.in/corporate/policy/>

- ii) The Company has followed all Accounting Standards as specified under section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 while preparing Financial Statements. No deviation from the same has been made during the year.
- iii) No money was raised by the Company through any public issue, right issue, preferential issue etc. in the last financial year.
- iv) There were no strictures or penalties imposed on the Company by Stock Exchanges or SEBI, or any statutory authority for non-compliance of any matter related to capital markets, during the last three years.
- v) The investor complaints are processed electronically on SCORES, and the resultant action is uploaded in Action Taken Report (ATRs) for as live viewing by investors of actions taken as the complaint and its current status.
- vi) The Company has complied with all the applicable mandatory requirements stipulated under Clause 49.

## 10. DISCLOSURES

- i) There were no materially significant transactions with related parties as defined under Listing Agreement, "Related Party Transactions" entered into by the Company that may have potential conflict with the interests of the Company at large. The Register of Contracts containing the transactions in which Directors are interested is regularly placed at the Board meetings. Attention of Members is drawn to the disclosures of transactions

## 11. MD/CFO CERTIFICATE

The Managing Director and President, CFO & Secretary have issued certificate pursuant to the provisions of Clause 49 of the listing agreement certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

## 12. MEANS OF COMMUNICATION

Quarterly results	The results of the Company are published in the Newspapers and uploaded on the website of the Company.
Any website, where displayed	<a href="http://www.jayshreetea.com">www.jayshreetea.com</a>
Whether, it also displays official news releases ; and	Yes
The presentations made to institutional investors or the analysts	Uploaded on the website.
Newspapers in which results are normally published in	Business Standard (all India edition) Arthik Lipi ( Bengali - local edition )

## Corporate Governance Report (Contd.)

### DECLARATION REGARDING CODE OF CONDUCT

The Board of Directors of **Jay Shree Tea & Industries Ltd.** at their meeting held on 29.10.2005 laid down a "Code of Conduct" (Code) to be followed by all the members of the Board and Senior Management Personnel of the company in compliance with the revised Clause 49 of the Listing Agreement with Stock Exchange(s) where the shares of the Company are listed. We have incorporated in the Code of Conduct duties of the Independent Directors as laid down in Schedule IV of the Companies Act, 2013.

The said "Code" has been circulated to the members of the Board and senior management personnel, who have confirmed compliance of the same for the year ended 31st March, 2015. The said "Code" is also been posted on [www.jayshreetea.com](http://www.jayshreetea.com), the website of the Company. Based on the above, it is hereby declared that the Code has been complied with by all.

For **Jay Shree Tea & Industries Limited**

**D. P. MAHESHWARI**  
*Managing Director*

Kolkata, the 18th Day of May, 2015

### MD/CFO CERTIFICATE

To,  
The Board of Directors,  
**Jay Shree Tea & Industries Limited**

- a) We have reviewed the financial statements and the Cash Flow Statement for the year ended 31st March 2015 duly audited by M/s. Singhi & Co., Chartered Accountants, Kolkata and that to the best of our knowledge and belief;
- I. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- II. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year could be considered as fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We do accept the responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the Auditors and that the Audit Committee deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicted to the Auditors and the Audit committee :
- i) Significant changes, if any, in the internal control over financial reporting during the year
- ii) Significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statement; and
- iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Kolkata, the 18th Day of May, 2015

**R. K. GANERIWALA**  
*President, CFO & Secretary*

**D. P. MAHESHWARI**  
*Managing Director*

## Corporate Governance Report *(Contd.)*

### AUDITORS' CERTIFICATE OF COMPLIANCES WITH THE CORPORATE GOVERNANCE REQUIREMENT UNDER CLAUSE 49 OF THE LISTING AGREEMENT TO THE MEMBERS OF JAY SHREE TEA & INDUSTRIES LIMITED

We have examined the compliance of Corporate Governance by **Jay Shree Tea & Industries Limited** for the year ended on 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges of India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the Company for ensuring to compliance of 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 the explanations given to us, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

For **SINGHI & CO.**

*Chartered Accountants*

Firm Registration No.302049E

**ADITYA SINGHI**

*Partner*

(Membership No.305161)

Kolkata, the 18th Day of May, 2015.





## SHAREHOLDERS' INFORMATION

### ANNUAL GENERAL MEETING

Date and time	: 4th August, 2015 at 10:30 A.M.
Venue	: Kala Kunj 48, Shakespeare Sarani Kolkata-700017

### FINANCIAL CALENDER (Tentative)

Financial Year	: April to March
Financial Reporting for the Quarter Ending	
June 30, 2015	: By 14th August, 2015
September 30, 2015	: By 14th November, 2015
December 31, 2015	: By 14th February, 2016
Audited Yearly Results for the Year Ended 31st March, 2016	: By 30th May, 2016.

<b>DATE OF BOOK CLOSURE</b>	: 28th July, 2015 to 4th August, 2015 (both days inclusive)
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<b>DIVIDEND PAYMENT DATE</b>	: By 2nd week of August, 2015 (after declaration at AGM )
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<b>LISTING ON STOCK EXCHANGES</b>	: CSE, BSE & NSE.
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### STOCK CODE

Name of the Stock Exchange	Stock Code
The Calcutta Stock Exchange Ltd.	10000036
Bombay Stock Exchange Ltd.	509715
The National Stock Exchange of India Ltd.	JAYSREETEA
ISIN Number for NSDL & CDSL	INE364A01020

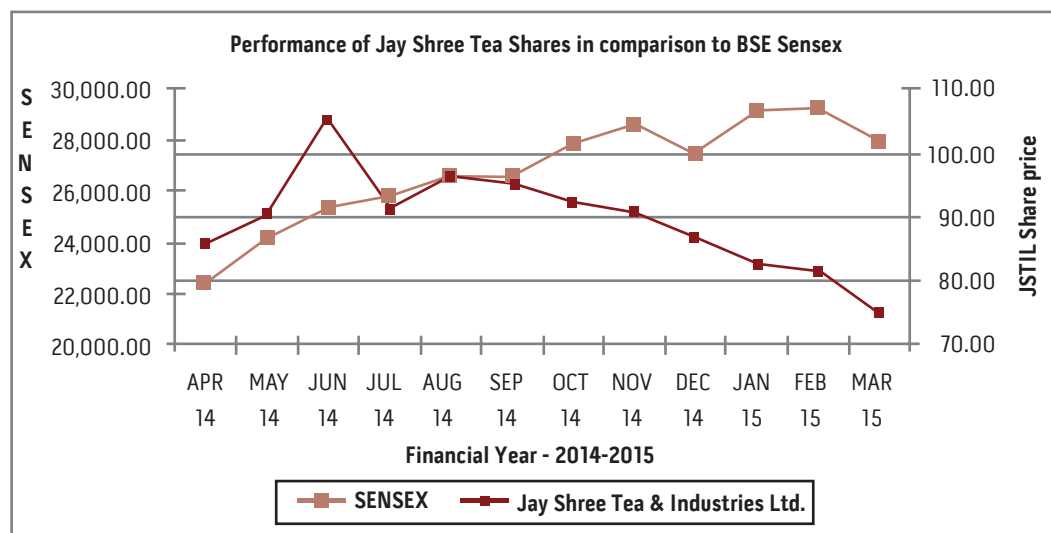
**STOCK MARKET DATA** : The details of monthly high, low and close price of the shares on Bombay Stock Exchange Ltd. and The National Stock Exchange of India Ltd., where the Company's shares are most frequently traded throughout the last financial year are as under :

## Shareholders' Information (Contd.)

(In ₹ 5/- Per Share)

		Bombay Stock Exchange (BSE)			National Stock Exchange (NSE)		
Month		High	Low	Close	High	Low	Close
April	2014	92.65	84.20	85.90	92.85	84.05	86.00
May	2014	111.40	83.30	90.80	110.85	83.25	90.40
June	2014	114.00	90.00	105.30	114.20	90.15	105.50
July	2014	108.25	90.15	91.95	108.20	90.60	92.15
Aug.	2014	110.25	83.80	96.90	110.40	83.50	97.10
Sept.	2014	103.90	89.00	95.60	103.95	88.70	95.50
Oct.	2014	95.15	86.20	92.65	95.90	86.25	92.35
Nov.	2014	103.40	89.00	91.05	103.50	88.50	90.85
Dec.	2014	93.00	81.65	86.95	92.95	81.20	87.00
Jan.	2015	89.30	81.60	82.70	89.10	81.80	82.35
Feb.	2015	90.40	76.70	81.50	90.40	77.00	81.45
March	2015	82.40	74.90	75.05	82.70	68.80	71.70

### STOCK PERFORMANCE



### REGISTRAR & TRANSFER AGENTS

Maheshwari Datamatics Pvt.Ltd.  
 6, Mangoe Lane, Kolkata-700 001  
 Telephone No.(033)2243-5029 Fax (033) 2248-4787  
 E-mail : mdpldc@yahoo.com

### SHARE TRANSFER SYSTEM

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

## Shareholders' Information (Contd.)

### DISTRIBUTION OF SHAREHOLDING

The shareholding distribution of equity shares of face value of 5/- per share as on 31st March, 2015 is given below :

No. of Shares held	No. of Shareholder	% Shareholders	No. of Shares	% of Shareholdings
1 to 500	20009	87.33	2492241	8.63
501 to 1000	1421	6.20	1122601	3.89
1001 to 2000	769	3.36	1153548	3.99
2001 to 3000	215	0.94	550553	1.91
3001 to 4000	128	0.56	451916	1.56
4001 to 5000	97	0.42	449031	1.55
5001 to 10000	148	0.65	1037242	3.60
10001 & Above	124	0.54	21620356	74.87
	<b>22911</b>	<b>100.00</b>	<b>28877488</b>	<b>100.00</b>

### SHARE HOLDING PATTERN AS ON 31st MARCH, 2015

Category	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shares holding
Promoters & Promoters Group	17	0.07	16285178	56.39
Financial Institutions, Banks & Mutual Funds	31	0.14	631877	2.18
Foreign Institutional Investors	3	0.01	1480000	5.13
Private Body Corporates	681	2.97	2262128	7.83
NRI / OCB	331	1.45	417267	1.44
Individuals	21848	95.36	7801038	27.03
<b>TOTAL</b>	<b>22911</b>	<b>100.00</b>	<b>28877488</b>	<b>100.00</b>

### DEMATERIALISATION OF SHARES AND LIQUIDITY

About 97.10% of the total equity share capital is held in demat form with NSDL & CDSL as on 31st March, 2015.

### OUTSTANDING GDRs/ADRs/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

None

### LOCATION OF COMPANY'S UNITS

As given on the inside of back cover of the Annual Report.

### INVESTORS CORRESPONDENCE

Mr. R. K. Ganeriwala  
President, CFO & Secretary  
Jay Shree Tea & Industries Ltd.  
"Industry House" (15th Floor)  
10, Camac Street, Kolkata-700 017  
Telephone : (033) 2282-7531/4 (4 lines)  
Fax : (033) 2282-7535  
E-mail : rkg@jayshreetea.com/shares@jayshreetea.com  
Website : www.jayshreetea.com



## REPORT OF THE DIRECTORS

Dear Shareholders,

We present the 69th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March 2015.

### FINANCIAL RESULTS

(₹ in lacs)

	31st March 2015	31st March 2014
Total Revenue	70746.19	74477.44
Profit/(Loss) before finance cost, tax and depreciation (PBITDA)	3973.53	6457.11
Less : Finance cost	4730.03	4726.35
: Depreciation/Amortization	1359.22	1517.63
Profit/(Loss) before tax	(2115.72)	213.13
Less : Provision for taxation - Current Tax	356.25	110.00
- Deferred Tax	(569.63)	(231.26)
Profit/(Loss) after tax	(1902.34)	334.39
Add : Balance brought forward from previous year	6347.46	6527.47
Profit available for appropriation	4445.12	6861.86
We recommend that the above amount be dealt with as under :		
A) i) Proposed Dividend on Equity shares	217.42	434.84
ii) Tax (including surcharge & education cess) @ 20.3576% on proposed dividend	17.70	29.56
B) Transfer to General Reserve	-	50.00
C) Balance carried forward to next year	4210.00	6347.46
	<b>4445.12</b>	<b>6861.86</b>

## Report of the Directors (Contd.)

### EQUITY DIVIDEND

The Board is pleased to recommend the distribution of dividend of Re. 1/- on face value of ₹ 5/- each per share compared to ₹ 2/- each per share paid last year. The dividend tax including surcharge and education cess amounting to ₹ 17.70 lac shall be payable by the company on the said dividend.

### REVIEW OF PERFORMANCE

The Indian economy witnessed sluggish growth in the first half of 2014. On the domestic front, policy paralysis of last few years continued till July 2014. Added to that there was inflationary pressures, interest rates remained too high and CAD remaining in danger zone. On the international front, there were uncertainties regarding Euro zone, devaluation in Russian currency, political instability in Middle East and Egypt and concerns about falling growth in China.

Tea production in India was down compared to last year. The market continued to remain buoyant for quality teas. Price concertina between best, good and medium varieties of teas widened further across all segments of tea.

Your company continued emphasis on producing quality teas is getting due appreciation by both domestic and international market. Some of your invoices fetched record prices. Due to best quality standard, Mangalam tea was served to delegates in Noble Peace Prize Ceremony held at Stockholm (Sweden) in December 2014.

The major factors attributing to the operations of the company are:

- i. Darjeeling crops declined across the district and markets were lower in whole season due to paucity of enquiries
- ii. Sharp fall in prices and rising cost in South India
- iii. Conducive weather in Cachar results in crop gain. Good year for prices of all categories in North India due to lower crops in Assam
- iv. Indian sugar production up 11.5% and sugar price hits seven year low on supply glut.
- v. Unfavourable weather affecting sale of SSP in early part of the year.



### Tea Estates

All India tea production decreased from 1200 million kg. in 2013 to 1185 million kg. in 2014. Assam valley accounts for entire deficit. The production at Cachar, Dooars and Terai was up compared to last year. Global crops from major countries were higher. The favourable weather resulted in a second year of record harvests in Kenya.

Larger availability of crop adversely impacts prices at Mombasa and other auctions. Lower prices helped Kenya enter new export markets at the cost of India and others.

More and more consumers are gravitating towards quality and willing to pay premiums. Packeteers are also upgrading quality and sourcing better standard of teas in line with customer's preference. This quality parameter augurs well for your tea estates, as all of them are in the top brackets of quality in their area of operation.

Your company's own produce was lower at 167.17 lac kg. compared to 170.53 lac kg. last year. The bought leaf production was 46.23 lac kg. as against 52.71 lac kg. last year.

The overall price realization of your company was higher by ₹ 8/- per kg. with Assam up by ₹ 13/- per kg., Cachar up by ₹ 14/- per kg., Dooars & Terai up by ₹ 13/- per kg. and Darjeeling down by ₹ 21/- and South India down by ₹ 16/- per kg.

Your tea estates continue to follow the up-to-date field practices, to improve upon the quality standards. The age profile of bushes of tea has improved as a result of ongoing uprooting an replanting/ rejuvenation of old bushes. The tea factories are renovated with latest machines to save on cost of production.

### The Jay Shree Chemicals & Fertilisers, Khardah

The sale of single superphosphate was better than previous year. The much awaited policy from the Government of India to bring Urea under the Nutrient Based Subsidy (NBS) Scheme has not



## Report of the Directors (Contd.)

materialized so far. The adverse weather conditions in West Bengal upto July 2014 had an impact on consumption of phosphatic fertilizer in West Bengal. The company improved its performance significantly by cost reduction and change of product mix.

The figures of production and despatches are as under :

	Production (M.T.)		Despatch (M.T.)	
	2014-15	2013-14	2014-15	2013-14
Single Super Phosphate	71729	60527	67985	58913
Sulphuric Acid	NIL	22704	NIL	14142

### The Jay Shree Chemicals & Fertilisers, Gurgaon

The production and sale of Sulphuric acid remained almost the same in the current year. Margins were less due to increased cost of sulphur which was 30% higher compared to last year. There was no corresponding increase in sale price as excess smelter by-product acid was being sold in the region, besides lower demand for acid in fertilizers.

The figures of production and despatches are as under :

	Production (M.T.)		Despatch (M.T.)	
	2014-15	2013-14	2014-15	2013-14
Sulphuric Acid	28751	27333	29200	27598
Oleum	2783	3740	2728	3708

### Sugar

During the year, your company produced 55412 tonnes of white sugar compared to 44249 tonnes in 2013-14. The sugarcane crushed was 619211 tonnes compared to 498117 tonnes in 2013-14. The production of the season was 45154 on crushing of 484700 tonnes of cane. The recovery this year was 9.32% as compared to 8.89% in 2013-14. On all operational parameters, your mill is considered to be one of the best mills of Bihar.



Your company is continuously doing cane development work in its reserved area and good quality seeds are made available to farmers to improve their yields. Efforts are being made to increase early maturing varieties of cane which will help in improved recovery percentage in years to come.

With higher sugar production of 27 million tonnes in 2014-15, the sugar prices have fallen below the cost of production across India to a seven year low due to weak demand and mounting stock piles and mills are unable to generate funds to pay even Fair and Remunerative Price (FRP) to sugarcane farmers.

Therefore, the central government should come forward with some strategy to help the ailing sugar industry; otherwise survival for sugar mills would become difficult. The state government should, also link the prices of sugarcane judiciously to the sale price of sugar.

### Export of Tea

All India export was lower by 8% at 201 million kg. in 2014 as against 219 million kg. in 2013. Less Orthodox production and higher stocks at destination resulted in lower shipment to Iran. Export to Pakistan and Bangladesh declined marginally. Black tea exports to China was impacted, caused by low Kenyan prices and suspected presence of heavy metals in Indian tea. Your company exported tea worth ₹ 84.73 crore as against ₹ 117.02 crore last year.

### SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS

As per guidelines of the Ministry of Corporate Affairs (MCA), Government of India the Balance sheet, Statement of Profit & Loss and other documents of subsidiary companies North Tukvar Tea Company Limited, Parvati Tea Company Limited and offshore investment arm Birla Holdings Limited UAE, are not being attached with the Balance Sheet of the company. These documents are kept for inspection at the registered office of the company and those of respective subsidiary companies. Any member interested to obtain copy of the same may write to the Company separately. These documents

## Report of the Directors (Contd.)

shall be made available either in physical form or electronic mode as per Green Initiative of the MCA. The consolidated financial statements presented by the company include the financial results of its subsidiary companies as per the requirement of listing agreement with Stock Exchanges.

Birla Holdings Limited (BHL), as a wholly owned subsidiary of the company in Dubai (UAE), Kijura Tea Company Limited and Bondo Tea Estates Limited, Uganda are subsidiaries of BHL. Kijura Tea Estate owned by these companies manufactured 12.78 lac kg. of tea compared to 14.93 lac kg. last year. The average sale price realized was US\$ 1.33 per kg. against US\$ 1.70 per kg. last year. During the year the company recorded operating loss of US\$ 258184 (INR 161.39 lac) on sales turnover of US\$ 1.801 mn. (INR 1129.18 lac) as against last year operating loss of US\$ 63420 (INR 38.34 lac) on sales turnover of US\$ 2.56 mn. (INR 1547.82 lac).

Tea Group Investment Company Limited (TGIC), Dubai, a joint venture company with Rwanda Mountain Tea SARL, Rwanda, in East Africa owning 60% stake in Mata Tea Company Limited & Gisakura Tea Company Limited collectively manufactured 36.88 lac kg. tea during 2014 against 35.38 lac kg. in last year and the average price realization was US\$ 2.17 per kg. against US\$ 2.27 per kg. last year for Mata and US\$ 2.01 per kg. against US\$ 2.17 per kg. last year for Gisakura.

Both Mata Tea Company Limited and Gisakura Tea Company Limited did not declare any dividend for 2014 due to insufficient profit (against last year Mata Tea Company Limited 40% of its retained profit).

### CORPORATE GOVERNANCE

A separate report on corporate Governance is enclosed as a part of this Annual Report. A certificate from the Auditors of the Company regarding compliance with Corporate Governance norms stipulated in clause 49 of the Listing Agreement is annexed to the Report on Corporate Governance.

The declaration by the Managing Director stating that all the Board members and Senior Management personnel have affirmed their



compliance with the Company's Code of Conduct for the year ended 31st March 2015 is forming part in this Annual Report.

### CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Companies Act, 2013 stipulates expenditure of 2% of the average profit of past 3 years on CSR activities. The Act requires the Board to constitute the Corporate Social Responsibility Committee of the Board. BIRLA GROUP is well known for its contribution to the Society in the sphere of promotion of education, employment enhancing vocational skills, social business projects etc. A Committee of the Board has been constituted with Mrs. Jayashree Mohta, as its Chairperson and Mr. S. K. Tapuriah, Mr. Vikash Kandoi and Mr. D. P. Maheshwari as its members. The company has formulated CSR policy for promotion of education, healthcare, sports, people empowerment, and employment enhancing vocational skills training and ensuring environmental sustainability.

The company has set up a school at Guwahati catering to the needs of North Eastern region. It is also providing assistance for setting up schools in adjoining areas of its operation. It has fully equipped hospital at various places to provide best health care to people of the region. It is also helping self help centres for vocational training programmes. The company is doing afforestation / vegetation on non-tea areas.

CSR Policy is placed on the website of the company "www.jayshreetea.com". The average net profit of the last 3 financial years was ₹ 1125.00 lac and prescribed expenditure is ₹ 22.50 lac. The company has spent ₹ 26.45 Lac on health and sanitation during the year as per the Annexure-1 forming part of this Report.

### PROSPECTS

The consumer's preference for quality tea is increasing year after year. Both urban and rural India with their increased capacity are willing to pay premiums. There was decrease in production in Assam Valley during 2014 resulting in shortage of good quality teas. So,

## Report of the Directors (Contd.)



good quality should continue to command premiums throughout 2015. The market has opened strong but going forward, prices would depend the progress of crop and export enquiry. Iranian buying should improve with lifting of trade ban by USA. This should have a positive effect on the market. Improvement in our relationship with the neighboring countries and others should also help in improved export.

Your company has carried out investment in augmenting irrigation facilities and upgrading its factories of most of its tea estates. These measures would help in improved profitability.

The government of India has recognized the need to promote consumption of SSP and there should be further policy announcement helpful to the industry.

The Indian Government is examining the feasibility of building government stocks of sugar to cut a surplus of sweetener in the market, a move that would prop up local prices and help many losing mills pay dues to sugarcane farmers. In a recent policy announcement, the Government has done away with the 12.5% excise on ethanol production and increased the import duty on sugar from 25% to 40%. Further measures are expected from the Government very soon to revive the ailing sugar industry.

With all these factors, your company can take an optimistic view about the long term prospects of the company.

### DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors would like to inform members that the audited accounts containing the financial statements for the year 2014-15 are in conformity with the requirements of the Companies Act and they believe that the financial statements reflect fairly the form and substance of transactions carried out during the year and reasonably present the Company's financial condition and results of operations. The Statutory Auditors, Messrs Singhi & Co., Chartered Accountants, Kolkata have audited these financial statements.

Based on the same, your Directors further confirm that according to their information:

- i. in the preparation of the annual accounts, applicable accounting standards have been followed and there are no material departures;
- ii. the accounting policies selected by directors are consistently followed and applied and judgements and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company;
- iii. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. the annual accounts have been prepared on a going concern basis.
- v. that there is adequate proper internal financial controls with reference to the financial statement have been laid down for the company and such internal financial controls are adequate and were operating effectively.
- vi. that proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

### BUSINESS RESPONSIBILITY REPORT (BR)

In terms of new clause 55 of the Listing Agreement, listed entities shall submit as part of their Annual Reports, Business Responsibility Reports, describing the initiatives taken by them from an environmental, social and Governance perspective. Accordingly, BR Report on environment, human resources and principle wise performance form part of the management discussion and analysis report.

### PARTICULARS OF EMPLOYEES

The prescribed particulars of employees required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as Annexure-2 to this report.

## Report of the Directors (Contd.)

The Information as required under Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 are given in the Annexure forming part of the Report. In terms of Section 136(1) of the Act the Report and Accounts are being sent to members without the aforesaid Annexure. Any member interested in obtaining a copy of the same, may write to the company. The aforesaid Annexure is also available for inspection by members at the Registered office of the Company.

### PUBLIC DEPOSITS

The company has not accepted or renewed any deposit during the year.

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 :

Details of Loans, Guarantees and Investment covered under the provisions of Section 186 of the Companies Act, 2013 is given in the Standalone Financial Statement forming part of the Annual Report.

### RISK MANAGEMENT

The company has laid down the procedures to inform to the Board about the risk assessment and minimization procedures, which shall be responsible for framing, implementing and monitoring the risk management plan of the company.

### DISCLOSURE OF PARTICULARS WITH REGARD TO CONSERVATION OF ENERGY ETC.

Necessary information pursuant to sub-section (3) of section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is presented in Annexure-3 to this Report.

### ENVIRONMENT AND SAFETY

The Company is conscious of clean environment and safe operations. It ensures safety of all concerned, compliance with environmental regulations and preservation of natural resources.

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013, the Company has an internal policy on

prevention of sexual harassment at workplace with a mechanism of lodging complaints. During the year under review, no complaints were reported to the Board.

### COST AUDIT

The Audit Committee in its meeting held on 18.5.2015 has recommended the reappointment of Messrs D. Sabyasachi & Co., the Cost Auditor to conduct the cost audit of the company for the financial year 2015-16 in terms of section 148(3) of the Companies Act, 2013. Accordingly the Board appointed the said firm of Cost Accountants to carry out the cost audit for the year 2015-16 on the remuneration as recommended by the Board to be fixed by members in the ensuing Annual General Meeting of the Company.

### INTERNAL AUDIT

The Company continued to engage reputed firms of Chartered Accountants as its internal auditors at its units and tea estates. Their scope of work and the plan for audit is approved by the Audit Committee. The report submitted by them is regularly reviewed and their findings are discussed with the process owners and suitable corrective action taken on an ongoing basis to improve efficiency in operations.

### SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed Messrs MR & Associates, Practicing Company Secretaries to undertake the Secretarial Audit of the company. The report of the Secretarial Audit is annexed herewith as Annexure-4. Regarding their remark for pending case under Section 58A, it is stated that the case relates to an acceptance of small amount during the period of approval of form by the Board and its filing with ROC and the matter is subjudice.



## Report of the Directors (Contd.)

### INSURANCE

Adequate insurance cover has been taken for properties of the company including buildings, plant and machineries and stocks against fire, earthquake and other risks as considered necessary.

### DIRECTORS

In terms of the provisions of the companies Act, 2013 the Board appointed all the existing independent directors i.e. Mr. B. M. Khaitan, Mr. G. P. Goenka, Mr. S. S. Kothari, Mr. S. K. Tapuriah and Mr. Subodh Kumar Agrawal for a term of 5 years upto 31st March 2019. The shareholders at their Annual General Meeting held on 1st August 2014 approved their appointment. The independent directors have submitted the declaration of independence as required under Section 149 of the Companies Act, 2013 and the Board is of the opinion that they are independent within the meaning of the said requirement of the Act.

As per provisions of Section 152 of the Companies Act, 2013, Mr. B. K. Birla (DIN 00055856) retire by rotation and being eligible offer himself for reappointment. The Board recommends his re-appointment.

The tenure of Mrs. Jayashree Mohta, Vice Chairperson and Wholetime Director is due to expire on 31st March 2016. Looking to the valuable contributions being made by her for development of the company the Board as per recommendation of the Nomination and Remuneration Committee has proposed to reappoint her as a Whole time Director designated as Vice Chairperson of the company for a further period upto 31st March 2019.

Approval of the members is sought for the above Resolution.

The tenure of Mr. D. P. Maheshwari, Managing Director is due to expire on 26th June 2016. He has been looking after day to day affairs of the company and is helping in various ways to improve its performance. So, based on the recommendation of the Nomination and Remuneration committee, he is proposed to be reappointed as a Managing Director of the company for a further period of 3 years w.e.f. 27.6.2016 to 26.6.2019.

Approval of the members is sought for the above resolution.

The Board appointed Mr. Prashant Jhawar (DIN 00353020) as an Additional Director on 18th May 2015 who shall hold office upto the date of the ensuing Annual General Meeting. The company has received a notice as per the provisions of Section 160(1) of the Companies Act, 2013 from a member proposing his appointment as a director. Based on the recommendation of Nomination & Remuneration Committee, the Board desired that Mr. Prashant

Jhawar, second generation industrialist and Chairman of Usha Martin Group having all round experience in various fields be appointed as an Independent Director, to hold office for five consecutive years until the 74th Annual General Meeting of the Company. A resolution has been included in the Agenda of the ensuing Annual General Meeting of the company.

Approval of the members is sought for the said appointment.

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed the policy for selection and appointment of Directors, Senior Management Personnel and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report. The committee has also framed the criteria for performance evaluation of every Director and accordingly has carried out the performance evaluation.

Based on the recommendation of the Nomination and Remuneration Committee, the appointment of Chief Financial Officer and Company Secretary as Key Managerial Person was formalized during the year.

### OTHER DISCLOSURES

#### EXTRACT OF ANNUAL RETURN

The details for the financial year ended 31st March, 2015 forming part of the extract of the annual return is enclosed as Annexure-5.

#### NUMBER OF BOARD MEETINGS

The Board of Directors met four times during the year ended 31st March, 2015. The details of the Board meetings and the attendance of Directors are provided in the Corporate Governance Report.

#### CHANGES IN SHARE CAPITAL

During the year ended 31st March, 2015 there is no change in the issued and subscribed capital of your Company. The outstanding capital as on 31st March, 2015 is ₹ 1443.87 lac comprising of 2,88,77,488 equity shares of ₹ 5/- each.



## Report of the Directors (Contd.)

### COMPOSITION OF COMMITTEE OF DIRECTORS

The Board has constituted the following Committees of Directors:

- (a) Audit Committee,
- (b) Nomination & Remuneration Committee.
- (c) Stakeholder relationship Committee

The detailed composition of above Committees is given in Corporate Governance Report.

- (d) Corporate Social Responsibility Committee

The detailed composition of above Committee is given under the head Corporate Social Responsibility (CSR).

### WHISTLE BLOWER POLICY

The company has formulated Whistle Blower Policy in terms of Section 177(9) of the Companies Act, 2013 the details of which is being provided in the Corporate Governance Report.

### RELATED PARTY TRANSACTIONS

All the related party transactions are entered on arm's length basis and are in compliance with the Companies Act, 2013 and the Listing Agreement. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc, which may have potential conflict with the interest of the Company at large. All related party transactions are presented to the Audit Committee and the Board for its approval.

The related party transactions policy as approved by the Board is uploaded as on Company's website "www.jayshreetea.com".

The details of the transactions with related party is given in the Standalone Financial Statement forming part of the Annual Report.

### EVALUATION OF BOARD'S PERFORMANCE

In compliance with the Companies Act, 2013 and Clause 49 of the Listing Agreement, the performance evaluation of the Board was carried out during the year under review. More details on the same is given in the Corporate Governance Report.

### AUDITOR'S REPORT & ACCOUNTS

All other notes to the Accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

Regarding auditors emphasis in their report, it is clarified that the carry forward of MAT credit entitlement of ₹ 245.36 lacs is based on the estimate of future taxable income of the company which is to be realised based on profit available in future years. Further, non-provision of diminution in value of investment amounting to ₹ 356.20 lacs and advances and security deposit given to a subsidiary amounting to ₹ 365.68 lacs is because of the reason that the investment is of long term and strategic in nature.

### AUDITORS

The auditors Messrs Singhi & Co., Chartered Accountants, Statutory Auditors of the company were reappointed as Auditors in the Annual General Meeting held on 1st August 2014 for the period until the conclusion of the 71st Annual General Meeting of the Company at remuneration to be fixed by the Board from time to time. Further, the said Auditors are eligible under Section 141(3) of the Companies Act, 2013 and their appointment is to be ratified by the members in the ensuing Annual General Meeting which we recommend.

### APPRECIATION

The Board wishes to place on record its sincere appreciation of the efforts put in by your company's workers, staff and executives for achieving good results under difficult conditions.

Industrial relations at all estates and other units were cordial.

For and on behalf of the Board

**B. K. Birla**  
(Chairman)

Kolkata, the 18th day of May, 2015

## Annexure 1 to the Directors' Report

### Reporting of Corporate Social Responsibility (CSR)

[Pursuant to sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

- The Company believes in integrating its business values and operations to meet the expectations of all its stakeholders and committed to ensuring the social well being of the communities in the vicinity of its business operations. The Company takes great care to promote the cause of social inclusiveness and environment protection alongside business objectives.

The CSR activities of the Company are being carried out directly by the Company through its different tea estates and units for fulfilling its responsibilities towards improving the lives of people living in those areas.

The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on Company's website. The details of the activities undertaken can also be accessed on Company's website i.e. [www.jayshreetea.com](http://www.jayshreetea.com)

- Composition of Committee :**
  - Mrs. Jayashree Mohta (Chairperson)
  - Mr. S.K. Tapuriah
  - Mr. Vikash Kandoi
  - Mr. D.P. Maheshwari
  - Mr. R.K. Ganeriwala (President, CFO & Secretary) - Permanent Invitee
- Average Net Profit of the Company for the three financial years** ₹ 1125.00 lacs
- Prescribed CSR Expenditure (Two percent or the amount as in item 3 above)** ₹ 22.50 lacs
- Details of CSR spent during the Financial Year 2014-15**
  - Amount to be spent for the Financial Year 2014-15 ₹ 22.50 lacs
  - Amount unspent, if any —
  - Manner in which the amount spent during the financial year is detailed below :

S/No	CSR Project or activity identified	Sector in which The project covered	Projects or programs Local area or Other specify The State and District where Projects or Programs undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs sub heads 1.Direct expenditure on projects or programs 2. Overheads	Cumulative expenditure upto the reporting	Amount spent Direct or through implementing agency
1	Health	Subsidized treatment to poor villagers and organizing and promoting preventive health care	Cachar, Sibsagar & Jorhat in the state of Assam	18.00	18.80	18.80	Direct

**Annexure 1 to the Directors' Report (Contd.)**

S/No	CSR Project or activity identified	Sector in which The project covered	Projects or programs Local area or Other specify The State and District where Projects or Programs undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs sub heads 1.Direct expenditure on projects or programs 2. Overheads	Cumulative expenditure upto the reporting	Amount spent Direct or through implementing agency
2	Sports	Promotion of Rural Sports by organizing tournaments, awards and arranging participation in rural sport meets	Cachar, Sibsagar & Jorhat in the state of Assam	1.00	1.90	1.90	Direct
3	Education	Promoting education in nearby villages by aids to schools, distribution free foods to the schools and the section of disadvantageous villagers	Cachar, Sibsagar & Jorhat in the state of Assam	3.50	5.75	5.75	Direct
				<b>22.50</b>	<b>26.45</b>	<b>26.45</b>	

6. In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report.
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

The CSR committee confirms that the implementation and monitoring of the CSR policy is in compliance with the CSR objectives and Policy of the Company.

Kolkata, the 18th day of May, 2015

**D. P. Maheshwari**  
Managing Director

**Jayashree Mohta**  
Chairperson-CSR Committee

## Annexure 2 to the Directors' Report

### DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under :

Sl. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for Financial Year 2014-15 (₹ In Lacs)	% increase in remuneration in the Financial Year 2014-15	Ratio of remuneration of each director/to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mr. B.K.Birla (Chairman)	0.80	–	1.31	
2	Mrs. Jayashree Mohta (Whole-time Director)	90.00	–	147.54	Profit after tax decreased by 669.46% for the financial year 2014-15.
3	Mr.B.M.Khaitan	0.60	20.00	0.98	
4	Mr.G.P.Goenka	0.20	100.00	0.33	
5	Mr.S.S.Kothari	1.20	(20.00)	1.97	
6	Mr.S.K.Tapuriah	1.60	6.67	2.62	
7	Mr. Subodh Kumar Agrawal	0.60	*	*	
8	Mr.Vikash Kandoi (Whole-time Director)	36.00	–	59.02	Profit after tax decreased by 669.46% for the financial year 2014-15.
9	Mr.D.P.Maheshwari (Managing Director)	112.41	8.52	184.27	
10	Mr.R.K.Ganeriwala (President, CFO & Secretary)	85.02	1.12	N.A.	

\* Details not given because he has joined the Board w.e.f. 01.08.2014.

- (ii) The median remuneration of employees of the Company during the financial year was ₹ 0.61 Lacs
- (iii) In the financial year, there was an increase 17.32% of in the median remuneration of employees.
- (iv) There were 24155 permanent employees on the rolls of Company as on March 31, 2015.
- (v) Relationship between average increase in remuneration and company performance : The profit after tax for the financial year ended March 31, 2015 decreased by 669.46%, whereas the increase in median remuneration was 17.32%. The average increase in median remuneration was in line with the increase of salary in the Industry.

## Annexure 2 to the Directors' Report (Contd.)

- (vi) Comparison of Remuneration of Key Managerial Personnel(s) against the performance of the Company: The total remuneration of Key Managerial Personnel increased by 3.11% from ₹ 313.66 Lacs In 2013-14 to ₹ 323.43 Lacs whereas the profit after tax decreased by 669.46% to ₹ (1902) Lacs in 2014-15 against profit of ₹ 334 Lacs in 2013-14
- (vii) a) Variations in the market capitalization of the Company : The market capitalization as on March 31, 2015 was ₹ 216.73 crore (₹ 244.45 Crore as on March 31, 2014)
- b) Price Earnings ratio of the Company as At March 31, 2015-N.A. as there is no profit and as at March 31, 2014-N.A. as profits are negligible.
- c) Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year. The company has not made any public issue or right issue of securities in the recent past, so comparison have not been made of current share price with public offer price. The company's shares are listed on Bombay, National and Calcutta Stock Exchanges.
- (viii) Average percentage increase made in the salaries of employees other than the key managerial personnel in the last financial year i.e. 2014-15 was 17.32% whereas the increase in the key managerial remuneration for the same financial year was 3.11%.
- (ix) There are no variable component of remuneration availed by the directors which is based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key managerial Personnel and other Employees.
- (x) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year- Not Applicable; and
- (xi) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

## Annexure 3 to the Directors' Report

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

The information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2015 is given here below and forms part of the Directors' Report.

#### A. Conservation of Energy :

- I. In line with the Company's commitment towards conservation of energy, all tea estates and units continue with their efforts aimed at improving energy efficiency through improved operational and maintenance practices. The steps taken in this direction at various tea estates and units are as under :
  - Reducing power consumption by providing coal savers, wind ventilators and VFBD driers.
  - Replacement of inefficient motors with energy efficient motors.
  - Installation of Gas Generating Sets for generating power.
  - Upgradation of Machineries and installation of new machineries based on fuel or power efficiency.
  - Maintenance and overhauls of generators to achieve a high unit per ltr. delivery
  - Monitoring the maximum demand and power load factor on daily basis.
  - Installation of adequate power capacitors for efficient utilization of available power.
  - Optimum power factor is being maintained to avoid surcharge on power factor as well as to get maximum rebate on electricity consumption bills.
- II. The steps taken by the Company for utilizing alternate sources of energy. During the year under review the Company utilized solar energy for irrigation.
- III. The Capital investment on energy conservation equipment ₹ 188 lacs.

#### B. Technology Absorption

- I. The efforts made by the Company towards technology absorption during the year under review are :
  - Installation of solar pump sets for irrigation.
  - Installation of wind turbo ventilators
  - Developed computer based colour sorter system.
  - Managerial staff are encouraged to attend seminars and training programmes for agricultural practices in the field and manufacturing process in the factories.
- II. The benefits derived like increase in productivity and cost reduction in some tea estates.
- III. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – NOT APPLICABLE.
- IV. Expenditure on R&D – Research & Development activities are being carried out as part of the Company's normal business activities. Hence, no separate expenditure figures are available. In addition, the Company contributes for the activities of Tea Research Association and United Planters Association of Southern India's Scientific Development regularly.

The Company has incurred an expenditure of ₹ 33.16 lacs being amount paid to TRA & UPASI as above.

#### C. Foreign Exchange Earnings And Outgo

During the year under review foreign exchange earnings were ₹ 84.88 crore and foreign exchange outgo ₹ 32.75 crore.

For and on behalf of the Board

**B.K. Birla**

Chairman

Kolkata, the 18th day of May, 2015



## Annexure 4 to the Directors' Report

Form No. MR - 3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2015

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To,

The Members,

**Jay Shree Tea & Industries Limited**

Kolkata

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Jay Shree Tea & Industries Limited** (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 my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 ("Audit Period") 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 :

We have examined the books, papers, minute books, forms and returns filed and other records maintained by ("the Company") for the financial year ended on 31st March, 2015 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 the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
  - 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, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - NA\*
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - NA\*
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and - NA\*
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - NA\*
- vi) In addition to the general laws, laws specifically applicable to the Company are the followings;
  - a) Food Safety and Standard Act, 2006
  - b) Agricultural and Processed Food Products Export Act, 1986
  - c) Agricultural and Processed Food Products Export Cess Act, 1986

## Annexure 4 to the Directors' Report (Contd.)

- d) Agricultural Produce (Grading and Marking) Act, 1937
- e) Sugar Cess Act, 1982
- f) Essential Commodities Act, 1955

\* Not Applicable to the Company during the audit period

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not notified during the audit period hence NA\*)
- (ii) The Listing Agreement entered into by the Company with Bombay Stock Exchange Limited, National Stock Exchange Limited and Calcutta Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations :

- a. The Company has a pending case with the Court at Kolkata under Section 58(A) of the Companies Act 1956 and the matter is subjudice.

We further report that

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.

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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of 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 "Annexure A" and forms an Integral Part of this Report.

For **MR & Associates**  
Company Secretaries

**[M. R. Goenka]**

Partner

FCS No. : 4515

C P No. : 2551

Place : Kolkata

Date : 18.05.2015

## Annexure 4 to the Directors' Report (Contd.)

### "Annexure - A"

To,

The Members

**JAY SHREE TEA & INDUSTRIES LIMITED**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial Records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on the 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 the reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibilities of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report 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.

For **MR & Associates**  
Company Secretaries

**[M. R. Goenka]**  
Partner

FCS No. : 4515  
C P No. : 2551

Place : Kolkata

Date : 18.05.2015

## Annexure 5 to the Directors' Report

### Form No. MGT - 9

#### EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2015

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

#### I. Registration and other details

- i) CIN : L15491WB1945PLC012771
- ii) Registration Date : 27th October, 1945
- iii) Name of the Company : Jay Shree Tea and Industries Limited
- iv) Category/Sub Category of the Company : Public Company : Limited by Shares
- v) Address of the Registered office and contact details : "Industry House"  
10, Camac Street, 15th floor,  
Kolkata - 700017  
Ph. : (033)2282-7531/34, Fax : (033)2282-7535  
E-mail : webmaster@jayshreetea.com
- vi) Whether listed company Yes/No : Yes
- vii) Name, Address and Contact details of Registrar and Transfer agent, if any : Maheshwari Datamatics Pvt. Ltd.  
6, Mango Lane  
Kolkata - 700001  
Ph. : (033)2243-5029, Fax : (033) 2248-4787  
E-mail : mdpldc@yahoo.com

#### II. Principal business activities of the company :

All the Business Activities contributing 10% or more of the total turnover of the company are given below :

Sl. No	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Tea	0100	67%
2	Sugar	1072	23%

#### III. Particulars of Holding, Subsidiary and Associate companies :

S. No.	Name and Address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1	North Tukvar Tea Co. Ltd. Industry House 10, Camac street, Kolkata - 7000017	U51218WB1965PLC026362	Subsidiary	90.50	2(87)(ii)
2	Parvati Tea Co. Ltd. Industry House 10, Camac street, Kolkata - 7000017	U01132WB2001PLC162070	Subsidiary	100.00	2(87)(ii)
3	Birla Holdings Ltd. 132, Lease Office Building, 16, Jebel Ali Free Zone, Dubai	N.A.	Subsidiary	100.00	2(87)(ii)

## Annexure 5 to the Directors' Report (Contd.)

### IV. i) Category-wise Share Holding :

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2014)				No. of Shares held at the end of the year (31.03.2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
1. <b>Indian</b>									
a) Individual/HUF	1034660	-	1034660	3.58	1045160	-	1045160	3.61	0.03
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	8394420	-	8394420	29.07	8394420	-	8394420	29.07	0.00
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other : (Specify) Trust	6845598	-	6845598	23.71	6845598	-	6845598	23.71	0.00
<b>Sub-total (A) (1):-</b>	<b>16274678</b>	<b>-</b>	<b>16274678</b>	<b>56.36</b>	<b>16285178</b>	<b>-</b>	<b>16285178</b>	<b>56.39</b>	<b>0.03</b>
2. <b>Foreign</b>	-	-	-	-	-	-	-	-	-
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>16274678</b>	<b>-</b>	<b>16274678</b>	<b>56.36</b>	<b>16285178</b>	<b>-</b>	<b>16285178</b>	<b>56.39</b>	<b>0.03</b>
<b>B. Public Shareholding</b>									
1. <b>Institutions</b>	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	1200	1200	-	-	1200	1200	-	0.00
b) Banks / FI	637368	44858	682226	2.36	606883	23794	630677	2.18	-0.18
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	1497000	-	1497000	5.19	1480000	-	1480000	5.13	-0.06
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)									
<b>Sub-total (B)(1):-</b>	<b>2134368</b>	<b>46058</b>	<b>2180426</b>	<b>7.55</b>	<b>2086883</b>	<b>24994</b>	<b>2111877</b>	<b>7.31</b>	<b>-0.24</b>

## Annexure 5 to the Directors' Report (Contd.)

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2014)				No. of Shares held at the end of the year (31.03.2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non-Institutions</b>									
a) Bodies Corp.	2165097	47508	2212605	7.66	2216432	45696	2262128	7.83	0.17
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	104800	-	104800	0.36	104944	-	104944	0.36	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	6319783	741710	7061493	24.45	6352052	724028	7076080	24.51	0.06
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	690642	36900	727542	2.52	688058	36900	724958	2.52	-
c) Others (specify)									
c(i) Non Resident Individual	310968	4976	315944	1.10	307347	4976	312323	1.08	-0.02
<b>Subtotal (B)(2):-</b>	<b>9591290</b>	<b>831094</b>	<b>10422384</b>	<b>36.09</b>	<b>9668833</b>	<b>811600</b>	<b>10480433</b>	<b>36.30</b>	<b>0.21</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>11725658</b>	<b>877152</b>	<b>12602810</b>	<b>43.64</b>	<b>11755716</b>	<b>836594</b>	<b>12592310</b>	<b>43.61</b>	<b>-0.03</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>28000336</b>	<b>877152</b>	<b>28877488</b>	<b>100.00</b>	<b>28040894</b>	<b>836594</b>	<b>28877488</b>	<b>100.00</b>	<b>-</b>



## Annexure 5 to the Directors' Report (Contd.)

### ii) Shareholding of Promoters :

Sl. No.	Shareholder's Name	Share holding at the beginning of the year(01.04.2014)				Share holding at the end of the year(31.03.2015)				% change in share holding during the year
		No. of Shares	% of total Shares of the Company	No. of Pledged/ Encumbered Shares	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	No. of Pledged/ Encumbered Shares	% of Shares Pledged / encumbered to total shares	
1	JPM Merchandise Agencies Limited	6114108	21.17	NIL	NIL	6114108	21.17	NIL	NIL	-
2	Mr. B.K. Birla	46000	0.16	NIL	NIL	46000	0.16	NIL	NIL	-
3	Mrs. Jayashree Mohta	967770	3.35	NIL	NIL	978270	3.39	NIL	NIL	0.04
4	Mr. Vikash Kandoi	1126	0.01	NIL	NIL	1126	0.01	NIL	NIL	-
5	Mr. Kumar Mangalam Birla	4500	0.01	NIL	NIL	4500	0.01	NIL	NIL	-
6	Mrs. Vasavadatta Bajaj	15264	0.05	NIL	NIL	15264	0.05	NIL	NIL	-
7	Bharat Arogya And Gyan Mandir.	36828	0.13	NIL	NIL	36828	0.13	NIL	NIL	-
8	Century Textiles and Industries Ltd.	300000	1.04	NIL	NIL	300000	1.04	NIL	NIL	-
9	Hindustan Discounting Co.Ltd.	16000	0.05	NIL	NIL	16000	0.05	NIL	NIL	-
10	Kesoram Industries Limited	388116	1.34	388000	99.97	388116	1.34	388116	100.00	-
11	Pilani Investment And Industries Corpn. Ltd.	2844	0.01	NIL	NIL	2844	0.01	NIL	NIL	-
12	Prakash Educational Society	3000	0.01	NIL	NIL	3000	0.01	NIL	NIL	-
13	Birla Education Trust	313788	1.09	NIL	NIL	313788	1.09	NIL	NIL	-
14	Manav Investment & Trading Co. Ltd	1020924	3.54	NIL	NIL	1020924	3.54	NIL	NIL	-
15	Aditya Marketing and Manufacturing Ltd.	70000	0.24	NIL	NIL	70000	0.24	NIL	NIL	-
16	Jayshree Beneficiary Trust	6528810	22.61	NIL	NIL	6528810	22.61	NIL	NIL	-
17	Jayashree Finvest Pvt. Ltd.	445600	1.54	NIL	NIL	445600	1.54	NIL	NIL	-
	Total	16274678	56.36	388000	2.38	16285178	56.39	388116	2.38	-

### iii) Change in Promoters' Shareholding (please specify, if there is no change)

	Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding during the year 2014-15	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Mrs.Jayashree Mohta				
At the beginning of the year	967770	3.35	967770	3.35
October 13, 2014 Market Purchase	10500	0.04	978270	3.39
At the end of the year	978270	3.39	978270	3.39

## Annexure 5 to the Directors' Report (Contd.)

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (01.04.2014)		Shareholding at the end of the year (31.03.2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	EOS Multi Strategy Fund Ltd.	1288000	4.46	1288000	4.46
2	JSTI Beneficiary Trust	606920	2.10	606920	2.10
3	The New India Assurance Co. Ltd.	497368	1.72	497368	1.72
4	Kiran Vyapar Ltd.	171176	0.59	171176	0.59
5	Sanghai Commercial & Credits Pvt. Ltd.	156078	0.54	–	–
6	Ares Diversified	112000	0.39	112000	0.39
7	Mount Prabhat Agro Pvt. Ltd.	105000	0.36	–	–
8	Devi Investment And Development INC	104800	0.36	104800	0.36
9	Anand Rathi Share and Stock Brokers Ltd.	89393	0.31	84006	0.29
10	Elara India Opportunity Fund Ltd.	80000	0.28	80000	0.28
11	Mount Cold Storage Pvt. Ltd.	–	–	76476	0.25
12	Nilkanth Engineering Ltd.	–	–	73500	0.26

### v) Shareholding of Directors and Key Managerial Personnel :

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding during the year 2014-15	
	Name of the Directors	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. B.K.Birla				
	At the beginning of the year	46000	0.16	46000	0.16
	At the end of the year	46000	0.16	46000	0.16
2	Mrs. Jayashree Mohta				
	At the beginning of the year	967770	3.35	967770	3.35
	October 13, 2014 Market Purchase	10500	0.04	978270	3.39
	At the end of the year	978270	3.39	978270	3.39
3	Mr. B.M.Khaitan				
	At the beginning of the year	200	–	200	–
	At the end of the year	200	–	200	–
4	Mr. G.P. Goenka				
	At the beginning of the year	600	–	600	–
	At the end of the year	600	–	600	–

**Annexure 5 to the Directors' Report (Contd.)**

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding during the year 2014-15	
	Name of the Directors	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5	Mr.S.S.Kothari				
	At the beginning of the year	4600	0.02	4600	0.02
	At the end of the year	4600	0.02	4600	0.02
6	Mr.S.K.Tapuriah				
	At the beginning of the year	768	–	768	–
	At the end of the year	768	–	768	–
7	Mr.Subodh Kumar Agrawal				
	At the beginning of the year	–	–	–	–
	June 18, 2014 Market Purchase	200	–	200	–
	At the end of the year	200	–	200	–
8	Mr.Vikash Kandoi				
	At the beginning of the year	1126	0.01	1126	0.01
	At the end of the year	1126	0.01	1126	0.01
9	Mr.D.P.Maheshwari				
	At the beginning of the year	55500	0.19	55500	0.19
	April 30, 2014 Market sale	(20000)	0.07	35500	0.12
	August 22, 2014 Market sale	(20000)	0.07	15500	0.05
	February 2, 2015 Market sale	(4152)	0.01	11348	0.04
	At the end of the year	11348	0.04	11348	0.04

## Annexure 5 to the Directors' Report (Contd.)

### V. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ In Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	22630.57	27796.86	–	50427.43
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	213.63	135.88	–	349.51
<b>Total (i+ii+iii)</b>	<b>22844.20</b>	<b>27932.74</b>		<b>50776.94</b>
Change in Indebtedness during the financial year				
▪ Addition	681.18	–	–	681.18
▪ Reduction	–	(7538.49)	–	(7538.49)
<b>Net Change</b>	<b>681.18</b>	<b>(7538.49)</b>		<b>(6857.31)</b>
Indebtedness at the end of the financial year				
i) Principal Amount	23272.15	20300.00	–	43572.15
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	253.23	94.25	–	347.48
<b>Total (i+ii+iii)</b>	<b>23525.38</b>	<b>20394.25</b>		<b>43919.63</b>

### VI) Remuneration of directors and Key Managerial Personnel

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total amount (₹)
		Mrs. Jayashree Mohta	Mr. Vikash Kandoi	Mr. D. P. Maheshwari	
1.	Gross Salary				
a.	Salary as per provisions contained in section 17(1) of the Income tax 1961	9000000.00	3600000.00	9170421.00	21770421.00
b.	Value of perquisites u/s 17(2) of Income Tax Act, 1961	–	–	935000.00	935000.00
c.	Profits in lieu of salary under section 17(3) Income Tax Act, 1961	–	–	–	–
2.	Stock Option	–	–	–	–
3.	Sweat Equity	–	–	–	–
4.	Commission -as a % of profit -others, specify	–	–	–	–
5.	others, please specify	–	–	–	–
	<b>Total (A)</b>	<b>9000000.00</b>	<b>3600000.00</b>	<b>10105421.00</b>	<b>22705421.00</b>
	Ceiling as per the Act	10% of the net profits of the Company calculated as per section 198 of the Companies Act, 2013			

## Annexure 5 to the Directors' Report (Contd.)

### B. Remuneration to other directors :

#### I. Independent Directors :

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount (₹ In '000)
1.	<b>Independent Directors</b>	Mr. B. M. Khaitan	Mr. G. P. Goenka	Mr. S. S. Kothari	Mr. S. K. Tapuriah	Mr. Subodh Kumar Agrawal	
	Fee for attending board / committee meetings	60	20	120	160	60	420
	Commission	–	–	–	–	–	–
	Others, please specify	–	–	–	–	–	–
	<b>Total(1)</b>	<b>60</b>	<b>20</b>	<b>120</b>	<b>160</b>	<b>60</b>	<b>420</b>

#### II. Other Non Executive Directors :

Sl. No.	Particulars of Remuneration	Name of Director	Total Amount (in ₹ '000)
		Mr. B. K. Birla	
	Fee for attending board / committee meetings	80	80
	Commission	–	–
	Others, please specify	–	–
	<b>Total(2)</b>	<b>80</b>	<b>80</b>
	<b>Total (B)=(1+2)</b>		<b>500</b>
	<b>Total Managerial Remuneration</b>		
	<b>Overall Ceiling as per the Act</b>	1% of the net profits of the Company calculated as per section 198 of the Companies Act, 2013	

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	Total Amount (₹)
		Company Secretary/CFO	
1	Gross salary		
a.	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7138393.00	7138393.00
b.	Value of perquisites u/s 17(2) Income-tax Act, 1961	593000.00	593000.00
c.	Profits in lieu of salary under section 17(3) Income tax Act, 1961	–	–
2	Stock Option	–	–
3	Sweat Equity	–	–
4	Commission	–	–
	– as % of profit		
	– others, specify.		
5	Others, please specify	–	–
	<b>Total</b>		<b>7731393.00</b>

### VII) Penalties/Punishment/Compounding of Offences : None

## Statement pursuant to Section 129 of Companies Act, 2013

Statement containing salient features of the financial statement of subsidiaries/  
associate companies/joint Ventures for the year ended 31.03.2015.

### PART "A": SUBSIDIARIES

(₹ in lacs)

Sl.No.	1	2	3
Name of the subsidiary	North Tukvar Tea Co.Ltd.	Parvati Tea Co.Ltd.	Birla Holdings Ltd.
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.	N.A.
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.	N.A.	USD / INR =62.505 US\$ / INR = 0.021
Share capital	240.38	129.50	1.74
Reserves & surplus	(293.41)	6317.39	150.11
Total assets	358.11	7074.38	5437.00
Total Liabilities (excluding Capital and Reserves)	411.14	627.49	5285.15
Investments	79.17	6609.58	1033.16
Turnover	–	30.72	1423.61
Profit/(Loss) before taxation	0.43	48.19	(692.29)
Provision for taxation	–	2.80	(0.74)
Profit/(Loss) after taxation	0.43	45.39	(691.55)
Proposed Dividend	–	4.66	–
% of shareholding	90.50%	100%	100%

#### Notes :

1.	Names of subsidiaries which are yet to commence operations	NIL
2.	Names of subsidiaries which have been liquidated or sold during the year	NIL



## Statement pursuant to Section 129 of Companies Act, 2013 (Contd.)

### PART "B": ASSOCIATES AND JOINT VENTURES

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

(₹ in lacs)

Name of Associates/Joint Ventures	Tea Group Investment Co. Ltd. (Joint venture)
1. Latest audited Balance Sheet Date	31.12.2014
2. Shares of Associate/Joint Ventures held by the company on the year end	744600 Shares of AED 1 each
Amount of Investment in Associates/Joint Venture	51.95
Extend of Holding %	50%
3. Description of how there is significant influence	N.A.
4. Reason why the associate/joint venture is not consolidated	N.A.
5. Networth attributable to Shareholding as per latest audited Balance Sheet	1728.03
6. Profit / Loss for the year	
i) Considered in Consolidation	532.24
ii) Not Considered in Consolidation	N.A.

#### Notes :

1.	Names of associates or joint ventures which are yet to commence operations.	NIL
2.	Names of associates or joint ventures which have been liquidated or sold during the year.	NIL

For and on behalf of the Board of Directors

Kolkata, the 18th day of May, 2015

**R. K. Ganeriwala**  
(President, CFO & Secretary)

**D. P. Maheshwari**  
(Managing Director)

**B. K. Birla**  
(Chairman)

**Financial Highlights** for five years

(₹ in Lacs)

	2014-15	2013-14	2012-13	2011-12	2010-11
<b>A. Assets Owned by the Company</b>					
<b>1. Non Current Assets</b>					
a) Fixed Assets :					
Gross Block	46323.85	45706.19	41807.04	40513.81	38214.20
(Incl.Capital Work in Progress)					
Less : Accumulated Depreciation / Amortisation	13751.38	13391.46	12158.50	11140.37	9884.54
<b>Net Block</b>	<b>32572.47</b>	<b>32314.73</b>	<b>29648.54</b>	<b>29373.44</b>	<b>28329.66</b>
b) Non-Current Investments	22940.12	24693.08	22483.61	20918.03	16932.79
c) Long term Loans & Advances	2213.64	2460.45	2369.84	1469.02	1183.42
d) Other Non-Current Assets	5.49	1408.55	8.30	4.10	7.73
<b>2. Current Assets</b>					
a) Current Investments	937.35	25.00	1794.84	1011.56	3521.03
b) Inventories	24265.11	23624.80	24788.02	21344.50	18643.81
c) Trade Receivable	8399.92	7446.60	8086.04	7171.39	5416.27
d) Cash and Bank Balance	8883.96	12122.96	6339.60	1113.65	5086.34
e) Short Term Loans and Advances	1789.58	2574.37	3825.04	10933.94	10858.89
f) Other Current Assets	3071.84	3330.07	2104.24	2094.87	1758.81
<b>Total Assets</b>	<b>105079.48</b>	<b>110000.61</b>	<b>101448.07</b>	<b>95434.50</b>	<b>91738.75</b>
<b>B. Dues to be paid by the Company</b>					
<b>1. Non Current Liabilities</b>					
a) Long Term Borrowings	13029.11	15683.92	7272.89	10952.35	13313.04
b) Deferred Tax Liabilities (Net)	369.07	1081.23	1312.49	933.44	1049.40
c) Other Long Term Liabilities	166.42	121.78	123.27	99.85	43.78
d) Long Term Provisions	546.85	507.87	495.73	390.79	330.52
<b>2. Current Liabilities</b>					
a) Short Term Borrowings	24288.23	32638.60	27424.97	27338.65	28458.17
b) Trade Payable	17360.63	13153.92	12224.35	9963.11	5886.97
c) Other Current Liabilities	9335.25	4450.90	10140.94	6682.82	4157.44
d) Short Term Provisions	2916.59	2846.16	3318.59	2735.42	2884.30
<b>Total Liabilities</b>	<b>68012.15</b>	<b>70484.38</b>	<b>62313.23</b>	<b>59096.43</b>	<b>56123.62</b>
<b>C. Company's Net Worth</b>	<b>37067.33</b>	<b>39516.23</b>	<b>39134.84</b>	<b>36338.07</b>	<b>35615.13</b>
<b>D. Equity Shareholders' Fund</b>					
Represented By :					
a) Share Capital	1443.87	1443.87	1443.87	1443.87	1117.43
b) Share Suspense	-	-	-	-	326.44
c) Reserves & Surplus	35623.46	38072.36	37690.97	34894.20	34171.26
	<b>37067.33</b>	<b>39516.23</b>	<b>39134.84</b>	<b>36338.07</b>	<b>35615.13</b>
Net Worth per Equity Share of ₹ 5/- each (in ₹)	128.36	136.84	135.52	125.84	123.33
Dividend per Equity Share of ₹ 5/- each (in ₹)	1.00	2.00	4.00	3.00	3.00

Figures for Previous years have been regrouped/rearranged.

## Financial Highlights for five years (Contd.)

(₹ in Lacs)

	2014-15	2013-14	2012-13	2011-12	2010-11
<b>A. INCOME :</b>					
1. Revenue from Operation (Net)	68471.34	69951.41	66947.34	61695.12	48843.95
2. Other Income	1474.23	4003.02	1481.05	1034.29	700.78
<b>TOTAL INCOME :</b>	<b>69945.57</b>	<b>73954.43</b>	<b>68428.39</b>	<b>62729.41</b>	<b>49544.73</b>
<b>B. EXPENDITURE :</b>					
1. (Increase)/Decrease in stock	(673.79)	920.71	(3804.39)	(1722.31)	(7565.41)
2. Purchases	5937.31	8985.98	7865.60	8011.80	4973.69
3. Raw Materials Consumed	24643.95	22176.75	22549.27	20612.25	18588.59
4. Employees Cost	18710.83	17299.06	16484.00	14634.03	12417.41
5. Consumption of Stores & Spare Parts	4457.01	4132.87	3816.75	3594.72	3389.94
6. Power & Fuel	4196.70	4075.44	3680.29	3526.13	3199.69
7. Manufacturing & Other Miscellaneous Exp.	5843.02	7000.30	5579.95	4964.59	3917.74
8. Selling & Distribution Expenses	3657.63	3429.22	3132.78	3552.09	2691.13
9. Depreciation/Amortisation	1359.22	1517.63	1310.11	1497.18	1152.07
10. Interest ( Net)	3929.41	4203.34	2509.82	2327.61	1612.13
<b>TOTAL EXPENDITURE</b>	<b>72061.29</b>	<b>73741.30</b>	<b>63124.18</b>	<b>60998.09</b>	<b>44376.98</b>
Profit/(Loss) before Taxation	(2115.72)	213.13	5304.21	1731.32	5167.75
Provision for Taxation-Current Tax	200.00	110.00	960.00	385.00	940.00
Adjustment of Tax related to earlier years	156.25	—	(41.58)	30.18	(350.12)
Provision for Taxation-Deferred Tax	(569.63)	(231.26)	379.05	(115.96)	(52.91)
<b>Profit/(Loss) after Taxation</b>	<b>(1902.34)</b>	<b>334.39</b>	<b>4006.74</b>	<b>1432.10</b>	<b>4630.78</b>
<b>Balance B/F from previous year</b>	<b>6347.46</b>	<b>6527.47</b>	<b>5949.52</b>	<b>5496.36</b>	<b>4623.64</b>
<b>Balance available for appropriation</b>	<b>4445.12</b>	<b>6861.86</b>	<b>9956.26</b>	<b>6928.46</b>	<b>9254.42</b>
<b>C. APPROPRIATION :</b>					
1. General Reserve	—	50.00	2500.00	500.00	3000.00
2. Proposed Equity Dividend	217.42	434.84	869.67	652.25	652.25
3. Tax on Dividend(incl.surcharge on dividend)	17.70	29.56	59.12	42.32	105.81
4. Dividend Tax related to earlier years	—	—	—	(215.63)	—
5. Balance carried to Balance Sheet	4210.00	6347.46	6527.47	5949.52	5496.36
	<b>4445.12</b>	<b>6861.86</b>	<b>9956.26</b>	<b>6928.46</b>	<b>9254.42</b>

Figures for Previous years have been regrouped/rearranged.

## Independent Auditors' Report

To The Members of

**Jay Shree Tea & Industries Limited**

### REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of **JAY SHREE TEA & INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit & Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; 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 and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### AUDITOR'S RESPONSIBILITY

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

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

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

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

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

### OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, 2015, and its loss and its cash flows for the year ended on that date.

### EMPHASIS OF MATTER

- A. Refer note no. 2.28.D.iii regarding carry forward of minimum alternate tax (MAT) credit entitlement of ₹ 245.36 lacs based on the future taxable income projected by the Company.
- B. Refer note no. 2.28.H.ii regarding non-provision for diminution in value of investment of a Subsidiary Company amounting to ₹ 356.20 lacs and non-provision for advances and security deposits given to such subsidiary amounting to ₹ 365.68 lacs.

Our opinion is not modified in respect of above matter.

## Independent Auditors' Report (Contd.)

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) The matters described in the 'Emphasis of Matter' paragraph above, in our opinion, may not have an adverse effect on the functioning of the Company.
  - f) On the basis of the written representations received from

the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – refer note 2.28 (A) and 2.28 (D) (i) ;
  - ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;

For **SINGHI & Co.**

*Chartered Accountants*

Firm Registration No. 302049E

**Aditya Singhi**

Partner

Membership No. 305161

Kolkata, the 18th day of May, 2015

## Annexure to the Independent Auditors' Report

The Annexure referred to in paragraph 1 with the heading "Report on other legal and regulatory requirement" of Our Report of even date to the members of **Jay Shree Tea & Industries Limited** on the accounts of the Company for the year ended 31st March, 2015.

1. (a) The Company has maintained proper records to show full particulars including quantitative details and situation of the fixed assets.  
(b) The fixed assets were physically verified during the year by the management which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
2. (a) As explained to us, inventories were physically verified during the year by the management at reasonable intervals.  
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the Company and the nature of its business.  
(c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
3. The Company has granted unsecured loans to companies, covered in the register maintained under section 189 of the Companies Act. According to the information and explanations given to us, the loans are payable on demand and interest thereon is being received regularly.
4. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business with regard to 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 control system.
5. In our opinion and according to the information and explanations given to us, the Company did not receive any deposits covered under sections 73 to 76 of the Companies Act and the rules framed there under with regard to deposits accepted from the public during the year.
6. We have broadly reviewed the books of account and records maintained by the Company relating to plantation and the manufacture of chemical & Sugar pursuant to the order made by the Central Government for the maintenance of cost records under Section 148 (1) of the Companies Act and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determining whether they are accurate or complete.
7. (a) According to the information and explanations given to us and on the basis of our examination of the books and account, the Company has generally been regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues during the year with the appropriate authorities. According to the information and explanations given to us, no undisputed dues as above were outstanding as at 31st March 2015 for a period of more than six months from the date they became payable.  
(b) According to the information and explanations given to us and the records of the Company examined by us, the dues of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess as at 31st March, 2015 which have not been deposited on account of dispute and the forum where the disputes are pending are as under :



## Annexure to the Independent Auditors' Report (Contd.)

Statute	Nature of dues	Forum where dispute is pending	Amount involved (₹ in lacs)	Period to which relates
The Income Tax Act 1961	Income Tax	Commissioner of Income Tax (Appeals)	112.69	Assessment Year 2005-06 to 2009-10
The W.B. Value Added Tax Act 2003/ The Central Sales Tax Act 1956	Sales Tax/ C.S.T	First Appellate Authorities / Revisional Board.	181.23	1996-97, 1997-98, 1999-00, 2001-02, 2005-06, 2006-07, 2007-08, 2008-09, 2009-10, 2010-11 and 2011-12
The W.B. Value Added Tax Act 2003	Sales Tax	W.B. Taxation Tribunal	28.73	1996-97, 2003-04 and 2006-07
Central Excise Act, 1944	Excise Duty	CESTAT, Kolkata	50.05	2004-05
The West Bengal Tax on Entry of Goods into Local Areas Act, 2012	Entry Tax	Calcutta High Court	60.80	2013-14, 2014-15

- (c) According to the information and explanations given to us and on the basis of our examination of the books and account, the Company has transferred the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under to such fund within time.
8. The Company does not have accumulated losses as at the end of the financial year and has incurred cash losses during the current financial year covered by our audit but not in the immediately preceding financial year.
9. According to the information and explanations given to us by the management, the Company has not defaulted in repayment of dues to financial institutions and banks.
10. According to the information and explanations given to us, the Company has given corporate guarantee to banks amounting to ₹ 1875.15 lacs and pledged its own investment amounting to ₹ 3905.00 lacs for banking facilities taken by a wholly owned subsidiary Company and a step-down subsidiary Company from the banks and the terms & conditions whereof are prima facie not prejudicial to the interest of the Company.
11. To the best of our knowledge and belief and according to the information and explanations given to us, term loans availed by the Company were, prima facie, applied by the Company during the year for the purposes for which the loans were obtained.
12. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

For **SINGHI & Co.**

Chartered Accountants

Firm Registration No. 302049E

**Aditya Singhi**

Partner

Membership No. 305161

Kolkata, the 18th day of May, 2015

**Balance Sheet** as at 31st March, 2015

(₹ in Lacs)

	Note No.	As at 31st March, 2015		As at 31st March, 2014	
<b>EQUITY AND LIABILITIES</b>					
<b>SHAREHOLDERS' FUNDS</b>					
Share Capital	2.1	1443.87		1443.87	
Reserves and Surplus	2.2	35623.46	<b>37067.33</b>	38072.36	<b>39516.23</b>
<b>NON-CURRENT LIABILITIES</b>					
Long-Term Borrowings	2.3	13029.11		15683.92	
Deferred Tax Liabilities (Net)	2.4	369.07		1081.23	
Other Long-Term Liabilities	2.5	166.42		121.78	
Long-Term Provisions	2.6	546.85	<b>14111.45</b>	507.87	<b>17394.80</b>
<b>CURRENT LIABILITIES</b>					
Short-Term Borrowings	2.7	24288.23		32638.60	
Trade Payables	2.8	17360.63		13153.92	
Other Current Liabilities	2.9	9335.25		4450.90	
Short-Term Provisions	2.6	2916.59	<b>53900.70</b>	2846.16	<b>53089.58</b>
<b>TOTAL</b>			<b>105079.48</b>		<b>110000.61</b>
<b>ASSETS</b>					
<b>NON-CURRENT ASSETS</b>					
Fixed Assets	2.10				
Tangible Assets		30989.91		31452.63	
Capital Work-In-Progress		1582.56	<b>32572.47</b>	862.10	<b>32314.73</b>
Non-Current Investments	2.11	22940.12		24693.08	
Long-Term Loans and Advances	2.12	2213.64		2460.45	
Other Non-Current Assets	2.13	5.49	<b>25159.25</b>	1408.55	<b>28562.08</b>
<b>CURRENT ASSETS</b>					
Current Investments	2.14	937.35		25.00	
Inventories	2.15	24265.11		23624.80	
Trade Receivables	2.16	8399.92		7446.60	
Cash and Bank Balances	2.17	8883.96		12122.96	
Short-Term Loans and Advances	2.12	1789.58		2574.37	
Other Current Assets	2.13	3071.84	<b>47347.76</b>	3330.07	<b>49123.80</b>
<b>TOTAL</b>			<b>105079.48</b>		<b>110000.61</b>
Significant Accounting Policies	1				

The Notes are an integral part of the Financial Statements

As per our report of even date annexed

For and on behalf of the Board of Directors

For **SINGHI & CO.**

Chartered Accountants

(Firm Registration No. 302049E)

**Aditya Singhi**

Partner

(Membership No. 305161)

Kolkata, the 18th day of May, 2015

**R. K. Ganeriwala**  
(President, CFO & Secretary)**D. P. Maheshwari**  
(Managing Director)**B. K. Birla**  
(Chairman)

**Statement of Profit & Loss** for the year ended 31st March, 2015

(₹ in Lacs)

	Note No.	For the year ended 31st March, 2015	For the year ended 31st March, 2014
<b>INCOME</b>			
Revenue from Operations (Gross)	2.18	69386.83	71004.31
Less : Excise Duty		915.49	1052.90
<b>Revenue from Operations (Net)</b>		<b>68471.34</b>	<b>69951.41</b>
Other Income	2.19	2274.85	4526.03
<b>Total Revenue</b>		<b>70746.19</b>	<b>74477.44</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	2.20	24643.95	22176.75
Purchases of Traded Goods	2.21	5937.31	8985.98
(Increase)/ Decrease in Inventories of Finished Goods, Work-in-Progress and Traded Goods	2.22	(673.79)	920.71
Employee Benefits Expense	2.23	18710.83	17299.06
Finance Costs	2.24	4730.03	4726.35
Other Expenses	2.25	18154.36	18637.83
		<b>71502.69</b>	<b>72746.68</b>
<b>Profit/(Loss) before Tax, Depreciation and Amortization</b>		<b>(756.50)</b>	<b>1730.76</b>
Depreciation and Amortization Expense	2.26	1359.22	1517.63
<b>Profit/(Loss) before Tax</b>		<b>(2115.72)</b>	<b>213.13</b>
<b>Tax Expense</b>	2.27		
Current Tax		356.25	110.00
Deferred Tax		(569.63)	(231.26)
<b>Profit/(Loss) for the year</b>		<b>(1902.34)</b>	<b>334.39</b>
Basic & Diluted Earnings Per Share ₹ [nominal value ₹ 5/-] (Refer Note. 2.28.S)		(6.59)	1.16
Significant Accounting Policies	1		

The Notes are an integral part of the Financial Statements

As per our report of even date annexed

For and on behalf of the Board of Directors

For **SINGHI & CO.**

Chartered Accountants

(Firm Registration No. 302049E)

**Aditya Singhi**

Partner

(Membership No. 305161)

Kolkata, the 18th day of May, 2015

**R. K. Ganeriwala**  
(President, CFO & Secretary)**D. P. Maheshwari**  
(Managing Director)**B. K. Birla**  
(Chairman)

**Cash Flow Statement** for the year ended 31st March, 2015

(₹ in Lacs)

	2014-15	2013-14
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit/(Loss) before tax and extraordinary items	(2115.72)	213.13
<b>Adjustments for :</b>		
Depreciation/Amortisation Expenses	1360.04	1518.90
Dividend income	(32.89)	(121.31)
Finance Costs	4730.03	4726.35
Interest Income	(800.62)	(523.01)
(Profit)/Loss on sale of Fixed Assets (net)	13.36	(2676.05)
Excess Liabilities & Unclaimed Balances written back	(34.06)	(143.21)
Excess / Short Provisions related to earlier year (net)	(119.25)	(69.72)
Loans, Advances, investment & claims written off (net)	521.66	126.07
Provisions for Doubtful debts & Advances	111.50	–
Investment written off	8.31	–
(Profit)/Loss on sale of Investment (net)	(567.06)	(529.58)
Amortisation of Foreign Currency monetary translation difference	–	1491.90
Net Loss / (Gain) on foreign currency transactions and translations	(317.93)	(22.14)
<b>Operating profit before working capital changes</b>	<b>2757.37</b>	<b>3991.33</b>
<b>Adjustments for :</b>		
Trade Receivables and Loans & Advances	(1295.24)	732.79
Inventories	(640.31)	1163.22
Trade payables, Other liabilities & Provisions	5286.24	1090.61
<b>Cash generated from / (used in) operations</b>	<b>6108.06</b>	<b>6977.95</b>
Direct taxes (paid) / refund ^	(282.57)	(531.71)
Exchange difference realised (net)	311.92	(142.11)
<b>Net cash from / (used in) operating activities</b>	<b>6137.41</b>	<b>6304.13</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of/advance for Fixed Assets/Capital Work in Progress	(2343.43)	(4090.45)
Sale of Fixed Assets	106.56	2833.45
Receipt of capital subsidy	7.92	11.47
Investment in Subsidiaries & Joint Venture	–	(500.00)
Loans & Advances to Subsidiaries and Joint Venture (net)	(255.24)	149.33
(Purchase)/sale of long term investments (net)	2429.97	(945.38)
(Purchase)/sale of current investments (net)	15.52	307.33
Redemption/(Investment) in Bank Fixed Deposits	1503.23	(1931.91)
Loans and Advances to companies (net)	250.00	800.00
Interest received	768.13	568.29
Dividend Income	32.89	121.31
<b>Net cash from/(used in) investing activities</b>	<b>2515.55</b>	<b>(2676.56)</b>

**Cash Flow Statement** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	2014-15	2013-14
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds of long term borrowings	3600.00	13200.00
Repayments of long term borrowings	(2104.91)	(11336.65)
(Repayments)/Proceeds from short term borrowings (net)	(8253.63)	5116.89
(Repayments)/Proceeds from short term borrowings from a Subsidiary (net)	(96.74)	96.74
Dividend including dividend tax paid	(464.40)	(928.79)
Interest paid	(4475.10)	(4535.90)
<b>Net cash from / (used in) financing activities</b>	<b>(11794.78)</b>	<b>1612.29</b>
<b>Net increase / (decrease) in cash and cash equivalent (A+B+C)</b>	<b>(3141.82)</b>	<b>5239.86</b>
Cash and cash equivalents as at 01.04.2014	11401.44	6161.58
Cash and cash equivalents as at 31.03.2015 \$	8259.62	11401.44
	<b>(3141.82)</b>	<b>5239.86</b>

^Although investing activities attract tax on income arising out of these activities, for the purpose of the Cash Flow entire tax refund and tax payment has been considered as part of operating activities only.

\$ Cash and cash equivalent consist of :-

**Cash & Cash Equivalents \***

	As at 31st March, 2015	As at 31st March, 2014
Cash, cheques, drafts in hand etc.	89.62	223.06
Balance and Fixed deposits with Banks	8170.00	11178.38
<b>Total</b>	<b>8259.62</b>	<b>11401.44</b>

The aforesaid statement is prepared on indirect method.

\* Does not include any amount of significant cash & cash equivalent which are not available for use.

The figures of the previous year have been reclassified to conform to current year classification.

As per our report of even date annexed

For and on behalf of the Board of Directors

For **SINGHI & CO.**

Chartered Accountants

(Firm Registration No. 302049E)

**Aditya Singhi**

Partner

(Membership No. 305161)

Kolkata, the 18th day of May, 2015

**R. K. Ganeriwala**  
(President, CFO & Secretary)

**D. P. Maheshwari**  
(Managing Director)

**B. K. Birla**  
(Chairman)

## Notes to Financial Statements for the year ended 31st March, 2015

### 1. STATEMENT OF ACCOUNTING POLICIES

#### i. Convention

The financial statements have been prepared in accordance with applicable Accounting Standards in India and in accordance with the relevant provisions of the Companies Act, 2013. A summary of important accounting policies which have been applied consistently is set out below.

#### ii. Use of Estimates

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

#### iii. Basis of Accounting

The financial statements have been prepared in accordance with historical cost convention. All income and expenses, unless specifically stated otherwise, have been accounted for on accrual basis.

#### iv. Recognition of Revenue & Expenses

a) All revenue and expenses are accounted for on accrual basis except as otherwise stated.

b) Sales are net of returns, Sales Tax/ VAT and trade discount.

#### v. Government Grants

a) Government Grants related to specific assets are adjusted with value of fixed assets.

b) Government Grants in the nature of Promoter's Contribution towards fixed assets are credited to Capital Reserve.

c) Government Grant related to revenue items are adjusted with the related expenditure/taken in income.

#### vi. Fixed Assets & Depreciation / Amortization

##### A. Tangible Fixed Assets

a) Fixed assets are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

b) Depreciation on tangible fixed assets other than land and tea plantation is provided on the "Straight Line Method" at the rates determined based on useful lives of respective assets as prescribed in the Schedule II of the Companies Act, 2013.

c) In case of asset "Plucking/Pruning/Power Spraying Machines", depreciation has been provided on Straight Line Method at the rates determined considering the useful lives of 5 years which is based on internal assessment and the management believes that the useful lives as considered above best represent the period over which the respective assets shall be expected in use.

d) Items of machinery spares to be used in connection with an item of fixed asset are amortized over the useful life of the asset.

e) Leasehold Land (Others) is amortized over the period of lease.

##### B. Intangible Fixed Assets

Intangible Assets are stated at cost on initial recognition after which the same are stated at cost less accumulated amortization and accumulated impairment loss, if any.

##### C. Capital Work In progress

Capital Work-in-progress is stated at cost which includes expenses incurred during construction period, interest on amount borrowed for acquisition of qualifying assets and other expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production.

## Notes to Financial Statements for the year ended 31st March, 2015 (Contd.)

### D. Intangible assets under development

Intangible assets under development is stated at cost which includes expenses incurred during development period and all other expenses incurred in connection with development of Intangible Assets in so far as such expenses relate to the period prior to the getting the assets ready for use.

### vii. Impairment of Assets

Impairment of Assets are assessed at each Balance Sheet date for each cash generating unit if any indicators of impairment exists and the same is assessed and provided for in accordance with the Accounting Standard 28. A previously recognized impairment loss is periodically assessed.

### viii. Leases

For assets acquired under operating lease, rental payable are recognised as an expense in the statement of profit and loss. Assets acquired under finance lease are capitalized at lower of the fair value and the present value of minimum lease payment. Lease income from operating leases is recognised in the statement of profit and loss over the period of lease.

### ix. Investments

- a) Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. The portion of long term investments expected to be realized within twelve months after the reporting date are disclosed under current investments.
- b) On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees & duties.
- c) Long-Term Investments are stated at cost. Provision for diminution is made if the decline in value, in the opinion of the management, is other than temporary.
- d) Current Investments, other than the portion of long term investments disclosed under current investments, are stated at lower of cost or fair value.

### x. Inventories

Inventories are valued at cost or net realizable value whichever is lower. Cost is determined on weighted average/FIFO basis. Cost comprises expenditure incurred in the normal course of business in bringing such inventories

to their present location and condition and includes appropriate overheads. Provision is made for obsolete and slow moving stocks, wherever necessary.

Net realizable value is the estimated selling prices in the ordinary course of business less estimated cost necessary to make the sale. Materials and other items held for use in production of inventories are not written down below the cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

### xi. Employment Benefits

#### a) Short term Employees Benefits

The undiscounted amount of short term employee benefit expected to be paid in exchange for the services rendered by employee is recognized during the period when the employee render the service. This benefit includes salary, wages, short term compensatory absences and bonus.

#### b) Long Term Employee Benefits

i) **Defined Contribution Scheme** : This benefit includes contribution to Superannuation Scheme, ESIC (Employees' State Insurance Corporation) and Provident Fund Schemes. The contribution is recognized during the period in which the employee renders service.

ii) **Defined Benefit Scheme** : For defined benefit scheme the cost of providing benefit is determined using the projected unit credit method with actuarial valuation being carried out at each balance sheet date. The retirement benefit obligation recognized in the Balance Sheet represents value of defined benefit obligation as reduced



## Notes to Financial Statements for the year ended 31st March, 2015 (Contd.)

by the fair value of planned assets. Actuarial gains and losses are recognized in full during the period in which they occur.

- iii) Other Long Term Benefits: Long term compensated absence is provided for on the basis of an actuarial valuation, using the Projected Unit Credit Method as at the date of Balance Sheet.

### xii. Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost until the asset is ready for its intended use. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use. Other borrowing costs are recognized as an expense in the period in which they are incurred.

### xiii. Foreign Currency Transactions

Transactions in foreign currencies are recorded at exchange rates prevailing on the date of the transaction. Monetary items denominated in foreign currency are restated at the exchange rate prevailing on the Balance Sheet date. Foreign currency non-monetary items carried in terms of historical cost are reported using the exchange rate at the date of the transactions. Exchange differences arising on settlement of transactions and/or restatements are dealt with in the statement of profit and loss.

Exchange difference arising on reporting /settlement of long term foreign currency monetary items (other than related to acquisition of depreciable Fixed Assets) at rates different from those at which they were initially recorded during the period or reported in previous financial statement which were until now being

recognized in the statement of Profit & Loss are now being accumulated in "Foreign Currency Monetary Items Translation Difference Account" and amortized in the statement of Profit & Loss over the remaining life of the long term foreign currency monetary items.

### xiv. Derivative Transactions

The Company uses derivative financial instruments such as forward exchange contracts, currency swap etc. to hedge its risks associated with foreign currency fluctuations relating to the underlying transactions, highly probable forecast transactions and firm commitments. In respect of Forwards Exchange Contracts with underlying transactions, the premium or discount arising at the inception of such contract is amortized as expense or income over the life of contract.

Other Derivative contracts outstanding at the Balance Sheet date are marked to market and resulting loss, if any, is provided for in the financial statement. Any profit or losses arising on cancellation of derivative instruments are recognized as income or expense for the period.

### xv. Taxes on Income

Current tax is determined on the basis of the amount of tax payable for the year under Income Tax Act, and Agriculture Income Tax of the respective states. Deferred tax is calculated at the applicable tax rate and is recognized on timing differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period. Deferred tax assets subject to consideration of prudence, are recognized and carried forward only to the extent that there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Tax Credit for Minimum Alternate Tax (MAT) is recognized when there is a convincing evidence of its realisability against future tax liability.

### xvi. Provisions, Contingent Liabilities & Contingent Assets

Provisions are recognized in respect of present obligations arising out of past events where there are reliable estimates of the probable outflow of resources. Contingent liabilities are the possible obligation of the past events, the existence of which will be confirmed only by the occurrence or non-occurrence of a future event. These are not provided for but are disclosed by way of Notes on Accounts. Contingent Assets are not provided for or disclosed.

## Notes to Financial Statements for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	As at 31st March 2015	As at 31st March 2014
<b>2.1 SHARE CAPITAL</b>		
<b>Authorized :</b>		
58000000 Shares of ₹ 5/- each	2900.00	2900.00
	<b>2900.00</b>	<b>2900.00</b>
<b>Issued</b>		
28902786 Equity Shares of ₹ 5/- each (Previous year 28902786 Equity Shares of ₹ 5/- each)	1445.14	1445.14
<b>Subscribed and Paid up</b>		
28877488 Equity Shares of ₹ 5/- each (Previous year 28877488 Equity Shares of ₹ 5/- each )	1443.87	1443.87
	<b>1443.87</b>	<b>1443.87</b>

- a) Reconciliation of Shares outstanding at the beginning and at the end of year :

	No. of Shares	No. of Shares
Shares outstanding at the beginning of the year	28877488	28877488
Shares outstanding at the end of the year	28877488	28877488

- b) The Company has only one class of issued shares i.e. Equity Shares having par value of ₹ 5/- 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) The Company does not have any Holding Company/ultimate Holding Company.
- d) Details of shareholders holding more than 5% shares in the Company :

	As at 31st March 2015		As at 31st March 2014	
	No. of Shares	%	No. of Shares	%
Ordinary Equity Shares of ₹ 5/- each fully paid				
JPM Merchandise Agencies Limited	6114108	21.17	6114108	21.17
Jay Shree Beneficiary Trust	6528810	22.61	6528810	22.61

- 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) 6528810 (Previous year 7518810 )Equity shares of ₹ 5/-each fully paid up have been issued pursuant to scheme of amalgamation and arrangement for consideration other than cash in preceding five years.
- h) No securities convertible into Equity/Preference shares issued by the Company during the year.
- i) No calls are unpaid by any director or officer of the Company during the year.

**Notes to Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	As at 31st March 2015	As at 31st March 2014
<b>2.2 RESERVE AND SURPLUS</b>		
<b>Capital Reserve</b>		
(Not Available for Dividend)		
As per the last Financial Statements	10858.86	10858.86
<b>Capital Redemption Reserve</b>		
As per the last Financial Statements	165.21	165.21
<b>Storage Reserve for Molasses</b>		
As per the last Financial Statements	188.10	188.10
<b>General Reserve</b>		
As per the last Financial Statements	20512.73	20462.73
Add : Transferred from Surplus	–	50.00
Less : Adjustment due to transitional provision of Schedule II of the Companies Act 2013 (Net of Deffered Tax of ₹ 142.53 Lacs)( refer Note No. 2.28.E)	(311.44)	–
	<b>20201.29</b>	<b>20512.73</b>
<b>Foreign Currency Monetary Items Translation Difference Account</b>		
As per the last Financial Statements	–	(511.40)
Addition during the year	–	(980.49)
Less : Amortised during the year	–	1491.90
	–	–
<b>Surplus</b>		
As per the last Financial Statements	6347.46	6527.47
Add : Profit/(Loss) for the year	(1902.34)	334.39
	<b>4445.12</b>	<b>6861.86</b>
Less : Appropriations		
Proposed Dividend (@ ₹ 1/- Per Share)(refer Note No.2.28.D.ii)	217.42	434.84
Corporate Dividend Tax	17.70	29.56
General Reserve	–	50.00
<b>Net Surplus</b>	<b>4210.00</b>	<b>6347.46</b>
<b>Total Reserve and Surplus</b>	<b>35623.46</b>	<b>38072.36</b>

**Notes to Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	Non-current portion		Current Maturities	
	As at 31st March 2015	As at 31st March 2014	As at 31st March 2015	As at 31st March 2014
<b>2.3 LONG TERM BORROWINGS</b>				
<b>Secured</b>				
Term Loan from Banks	8666.66	9333.34	3166.68	1416.66
Term Loan from a NBFC	1800.00	3000.00	1200.00	—
External Commercial Borrowings from Bank	1032.18	1720.31	688.13	688.13
Sugar Development Fund Loan	430.27	430.27	—	—
Sugar Term Loan	1100.00			
<b>Total Secured Borrowings</b>	<b>13029.11</b>	<b>14483.92</b>	<b>5054.81</b>	<b>2104.79</b>
<b>Unsecured</b>				
Working Capital Loan From Bank	—	1200.00	1200.00	—
From Government of West Bengal under Plantation Labour Housing Scheme	—	—	—	0.02
From Government of Assam under plantation labour housing scheme	—	—	—	0.10
<b>Total Unsecured Borrowings</b>	<b>—</b>	<b>—</b>	<b>1200.00</b>	<b>0.12</b>
Amount disclosed under the head "Other Current Liabilities" (Note 2.9)			(6254.81)	(2104.91)
	<b>13029.11</b>	<b>15683.92</b>	<b>—</b>	<b>—</b>

**Security :**

- Term Loan from Banks and External Commercial Borrowings are secured/to be secured by equitable mortgage by deposit of title deeds of tea estates along with all immovable properties thereon ranking pari-passu, interse with working capital lenders for tea division.
- Term Loan from NBFC is secured by pledge of certain non current investments.
- Sugar Development Fund Loan is secured/to be secured by way of equitable mortgage of immovable/movable properties of Jay Shree Sugar division ranking pari-passu.
- Sugar Term Loan from a bank is secured by first charge by hypothecation of stocks,book debts/receivable and other current assets of sugar division ranking parri passu with other working capital consortium bank.

**Notes to Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

## v) Maturity Profile and Repayment Schedule

**Secured**

Nature of Loans	Loan Amount	Repayment Term	Repayment Years				
			2015-16	2016-17	2017-18	2018-19	2019-22
Rupee Term Loan	333.34	Remaining one yearly installment	333.34	–	–	–	–
Rupee Term Loan	3000.00	Payable in three equal yearly installments	1000.00	1000.00	1000.00	–	–
Rupee Term Loan (NBFC)	3000.00	Payable in six half yearly installments	1200.00	900.00	900.00	–	–
Rupee Term Loan	2000.00	Payable in three equal yearly installments	666.67	666.67	666.66	–	–
Rupee Term Loan	2000.00	Payable in four equal yearly installments	500.00	500.00	500.00	500.00	–
Rupee Term Loan	2000.00	Payable in six equal half yearly installments	666.67	666.67	666.66	–	–
Sugar Development Fund	430.27	Payable in ten half yearly installments	–	–	86.05	86.05	258.17
External Commercial Borrowings	1720.31	Payable in five equal half yearly installments	688.13	688.13	344.05	–	–
Sugar Term Loan	1100.00	payable in eleven equal quarterly installments	–	300.00	400.00	400.00	–
Rupee Term Loan	2500.00	Payable in six equal half yearly installments	–	416.67	833.33	833.33	416.67
	<b>18083.92</b>		<b>5054.81</b>	<b>5138.14</b>	<b>5396.75</b>	<b>1819.38</b>	<b>674.84</b>
<b>Unsecured</b>							
Working Capital Loan	1200.00	Payable in one installment	1200.00	–	–	–	–
	<b>1200.00</b>		<b>1200.00</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>

**Note :** The rate of interest on the above term loans are in the range of 7% p.a. to 11% p.a.

2.4 DEFERRED TAX LIABILITIES (NET)	As at 31st March 2015		As at 31st March 2014	
Deferred Tax Liabilities Arising on account of :				
Accumulated Depreciation	2612.55	<b>2612.55</b>	2043.15	<b>2043.15</b>
Less : Deferred Tax Assets arising on account of :				
Section 43B of Income-tax Act	1335.30		534.05	
Unabsorbed Depreciation	866.97		415.00	
Others	41.21	2243.48	12.87	961.92
Deferred Tax Liabilities (Net)		<b>369.07</b>		<b>1081.23</b>

Deferred tax asset on unabsorbed depreciation, has been further recognised and carried forward based on the certainty of reversal of the same based on the projected availability of the future taxable income.

## Notes to Financial Statements for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	As at 31st March 2015	As at 31st March 2014
<b>2.5 OTHER LONG TERM LIABILITIES</b>		
Trade and Security Deposits	88.94	74.42
Interest accrued but not due	77.48	47.36
	<b>166.42</b>	<b>121.78</b>

	Long Term		Short Term	
	As at 31st March 2015	As at 31st March 2014	As at 31st March 2015	As at 31st March 2014
<b>2.6 PROVISIONS</b>				
<b>Provision for Employee Benefits</b>				
Leave	532.59	504.10	166.31	106.85
Gratuity	–	–	680.02	554.33
Bonus	–	–	1691.54	1567.78
<b>Other Provisions</b>				
Provisions for Contingencies	–	–	143.60	152.80
Provisions for Taxation (Net of advance)	14.26	3.77	–	–
Proposed Dividend	–	–	217.42	434.84
Corporate Dividend Tax	–	–	17.70	29.56
	<b>546.85</b>	<b>507.87</b>	<b>2916.59</b>	<b>2846.16</b>

	As at 31st March 2015	As at 31st March 2014
<b>2.7 SHORT TERM BORROWINGS</b>		
<b>Working Capital Borrowings</b>		
<b>From Banks</b>		
Working Capital Loan ( Secured)	3688.23	1841.86
Working Capital Loan ( Unsecured)	450.00	5500.00
Packing Credit Loan (Secured )	–	700.00
Packing Credit Loan (Unsecured )	–	1500.00
Short Term Rupee Loans (Secured)	1500.00	3500.00
Short Term Rupee Loans (Unsecured)	15750.00	18500.00
Commercial Papers (Unsecured)	900.00	1000.00
Foreign Currency (Unsecured)	2000.00	–
	<b>24288.23</b>	<b>32541.86</b>

**Notes to Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	As at 31st March 2015	As at 31st March 2014
<b>2.7 SHORT TERM BORROWINGS (Contd.)</b>		
<b>Other Loans &amp; Advances from a Related Party</b>		
From a Subsidiary ( Unsecured)	–	96.74
	<b>24288.23</b>	<b>32638.60</b>
<b>The above amount includes</b>		
Secured Borrowings	5188.23	6041.86
Unsecured Borrowings	19100.00	26596.74
	<b>24288.23</b>	<b>32638.60</b>

**Security :**

- Secured working capital loan and other secured loans are secured by first charge by way of hypothecation over entire current assets of the company ranking pari-passu with other consortium banks as primary security & second charge by way of hypothecation of entire movable plant & machinery of the company ranking pari-passu with other consortium banks as collateral.
- The secured loans for tea division are also secured by equitable Mortgage over the immovable properties of Company's 21 tea estates ranking pari-passu with term lenders for tea division.

	As at 31st March 2015	As at 31st March 2014
<b>2.8 TRADE PAYABLES</b>		
For Goods and Services	17360.63	13153.92
	<b>17360.63</b>	<b>13153.92</b>

<b>2.9 OTHER CURRENT LIABILITIES</b>		
Current maturities of Long Term Debt (See Note 2.3)	6254.81	2104.91
Interest accrued but not due on Borrowings	567.41	364.08
Interest accrued and due on Borrowings	12.88	1.05
For Salary & Wages	833.15	449.27
Unpaid and unclaimed dividends	81.02	78.02
Statutory Dues	1020.17	853.86
Dues to a Subsidiary	–	35.22
Amount payable for Capital Goods	169.79	219.09
Trade and Security Deposits	8.15	8.17
Advances Received from Customers	213.44	201.94
Others #	174.43	135.29
	<b>9335.25</b>	<b>4450.90</b>

# Includes liability towards hedging premium and other miscellaneous liabilities.

Particulars		GROSS BLOCK				DEPRECIATION/AMORTIZATION				NET BLOCK	
		Value as on 31/03/2014	Additions/ Adjustment	Sales/ Adjustment	Total value as on 31/03/2015	Upto 31/03/2014	For the year	Sales/ adjustment	Upto 31/03/2015	As at 31/03/2015	As at 31/03/2014
2.10	FIXEX ASSETS										
Land		7399.59 (1)	31.53 (2)	125.26	7305.86	-	-	-	-	7305.86	7399.59
Leasehold Land & Plantation		5354.58	3.48	(125.26)	5483.32	2.32	-	-	2.32	5481.00	5352.26
Leasehold Land Others		122.54	-	-	122.54	27.23	8.11	-	35.34	87.20	95.31
Building & Flats (including those on Leasehold & Rented Land), Electric Installation, Water Line, Tubewell, Fencing, Road, Bridge etc.		7915.13	430.29	645.96	7699.46	2704.06	321.21	450.61	2574.66	5124.80	5211.07
Plant & Machinery, X-ray units, Electric Installation, Air Conditioning Units, Refrigerators, Road Rollers, Gas Pipe Lines, Roapways etc.		20819.80	922.42 (3)	900.29	20841.93	8633.91	1056.09	487.58	9202.42	11639.51	12185.89
Motor Lorries, Cars, Trailors, Tractors, Trolleys, Cycles, Vans, Loaders etc.		2259.02	98.37	82.63	2274.76	1555.66	(161.70)	63.26	1330.70	944.06	703.36
Furniture & Fixtures, Tools & implements etc.		766.87	13.37	2.03	778.21	376.99	57.89	(14.94)	449.82	328.39	389.88
Live Stock		0.19	-	-	0.19	-	-	-	-	0.19	0.19
Office Equipments		206.37	33.02	4.37	235.02	91.29	53.72	(11.11)	156.12	78.90	115.08
Total		44844.09	1532.48	1635.28	44741.29	13391.46	1335.32	975.40	13751.38	30989.91	31452.63
Capital Work in Progress										1582.56	862.10
										32572.47	32314.73
Corresponding figures for previous year		41564.47	3695.54	415.92	44844.09	12158.50	1491.48	258.53	13391.46	31452.63	
Capital Work in Progress										862.10	
										32314.73	



**Notes to Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

**Notes To Fixed Assets (Contd.)**

- 1) a) Land of Tribeni, West Bengal - Appeal for the final determination of compensation was decided in favour of the Company by the District Court of Hooghly and final compensation determined at ₹ 8.33 (Including interest ₹ 0.50) against which a sum of ₹ 2.05 was received in previous years and credited to fixed assets. ₹ 6.28 including ₹ 1.50 released during the year 1967 against hypothecation of Khardah Land by the District Court has been shown in Current Liabilities. The Hon'ble High Court at Calcutta has decided the appeal against the Company in a previous year by reducing the amount of compensation for which an appeal before the Hon'ble Supreme Court of India was filed. Hon'ble Supreme Court has upheld the decision of the Hon'ble High Court and accordingly the adjustments will be carried out when the amount to be refunded is ascertained.
- b) Land at Guwahati measuring 2 hectares and related building including furniture & fixture and related equipment has been given on registered lease to a Society for operating a School.
- 2) Includes estimated cost of New Extension of area under tea ₹ 31.53 (Previous Year ₹ 46.16) capitalized during the year as certified.
- 3) Excluding ₹ 7.23 (Previous Year ₹ 11.47) on account of subsidy received from Tea Board under Tea Quality Upgradation & Product Diversification Scheme.
- 4) Land, Buildings and Plant & Machinery include ₹ 1.18, ₹ 6.43 and ₹ 0.81 respectively (Previous Year ₹ 1.18, ₹ 6.43, and ₹ 0.81 respectively) being 5.18% share of cost of Land, Buildings and Plant & Machinery held on co-ownership by the Company with other parties.
- 5) Land & Plantation include ₹ 29.28 (Previous year ₹ 29.28) and Building include ₹ 1.55 (Previous year ₹ 1.55) (being cost of floor of a leasehold building) in the name of the nominees of the Company on co-ownership basis, pending execution of conveyance deed.
- 6) Land & Plantation includes 2.431 Hectare of land at tea estates for which possession handed over for construction of schools and 6 hectares for which execution of conveyance deed in favour of the company is pending.
- 7) The Jayshree Sugar division of the company is holding 1070.57 acre of land which is in dispute under "Bihar Land Reforms (Fixation of Ceiling Area and Acquisition of Surplus Land) Act, 1961 & Rules 1963. Vide order dated 29/12/2012, the Additional Collector, Bettiah had declared 970.57 acre of land as surplus and ordered for surrender of such land. The company has filed an appeal against the order of the collector and matter is subjudice. Further compensation of 146.92 acres of land which was surrendered under the above Act in earlier years is yet to be determined and shall be accounted for in the year of receipt.
- 8) Depreciation during the year includes of ₹ 0.82 (Previous year ₹ 1.27) towards assets of farm.
- 9) Borrowing cost capitalized in accordance with Accounting Standard (AS) - 16 is ₹ Nil (Previous Year ₹ Nil).
- 10) The ownership of land of a tea estate measuring 72.39 acre has been disputed by a section of local people against which stay order has been obtained from Hon'ble High Court at Kolkata. The matter is subjudice and is pending before "Land Reform and Tenancy Tribunal".
- 11) a) Depreciation for the year is after reducing ₹ 381.08 (Previous year - ₹ Nil) on account of change in accounting Policy of depreciation of motor vehicles. (Refer Note : 2.28 F).
- b) Sales/ adjustment column under gross block and accumulated depreciation has been adjusted by ₹ 913.58 (Previous year - ₹ Nil) on account of remaining revaluation reserve to bring back the value of assets to its historical cost.
- c) Sales/adjustment column under accumulated depreciation include ₹ 453.97 (Previous year - ₹ Nil) on account of transitional provision of schedule II as on 1st April 2014 (Refer Note : 2.28 E).

**Notes to Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

2.11	Non Current Investments			
As at 31.03.2015	As at 31.03.2014		As at 31.03.2015	As at 31.03.2014
Number of Shares/ Securities/ Bonds/Units		<b>TRADE INVESTMENT - LONG TERM</b> (Valued at cost unless otherwise stated)		
		<b>FULLY PAID SHARES / SECURITIES / BONDS / UNITS</b> (Face Value of ₹ 10/- each unless otherwise stated)		
		<b>INVESTMENT IN EQUITY INSTRUMENT</b>		
		<b>IN SUBSIDIARY COMPANIES - UNQUOTED</b>		
2175450	2175450	North Tukvar Tea Company Ltd. (60 shares held jointly with the nominee(s) )	356.20	356.20
10000	10000	Birla Holdings Ltd. (Face value of AED 1 each)	1.25	1.25
		<b>IN JOINT VENTURE COMPANY - UNQUOTED</b>		
372300	372300	Tea Group Investment Company Ltd. (Face value of AED 1 each)	51.95	51.95
		<b>IN JOINT STOCK COMPANIES - UNQUOTED</b>		
		Beneficial interest in shares held by JSTI Beneficiary Trust (Face value ₹ 5/- each)	332.29	332.29
		Beneficial interest in shares held by Jay Shree Beneficiary Trust (Face value ₹ 5/- each)	9637.41	9637.41
		<b>OTHER INVESTMENT - LONG TERM</b> (Valued at cost unless otherwise stated)		
		<b>INVESTMENT PROPERTY</b> (At cost less accumulated depreciation)		
		Cost of Land & Building	1721.41	1721.41
		Less : Accumulated Depreciation / Amortisation	237.47	212.75
		<b>Net Block</b>	<b>1483.94</b>	<b>1508.66</b>
		<b>FULLY PAID SHARES / SECURITIES / BONDS / UNITS</b> (Face Value of ₹ 10/- each unless otherwise stated)		
		<b>INVESTMENT PROPERTY - UNQUOTED</b>		
25	25	Embassy centre Premises Co. Op. Society Ltd. (Face value ₹ 50/- each)	0.01	0.01
55	55	The Bayside Co. Op. Housing Society Ltd. (Face value ₹ 50/- each)	0.03	0.03
460	460	Paramount Owners Syndicate Pvt. Ltd.	0.05	0.05
		<b>EQUITY SHARES IN SUBSIDIARY COMPANY - UNQUOTED</b>		
995000	995000	Parvati Tea Company Ltd. (600 shares held jointly with the nominee(s) )	994.64	994.64
		<b>EQUITY SHARES IN ASSOCIATE COMPANIES - UNQUOTED</b>		
2500	2500	Birla International Ltd. (Face value 100 CHF each)	52.25	52.25
20	20	Essel Mining & Industries Ltd.	8.35	8.35
68560	68560	Padmavati Investment Ltd.	122.00	122.00
205680	205680	JPM Merchandise Agencies Limited (Allotted on demerger of Padmavati Investment Ltd.)	9.60	9.60
25000	25000	Kesoram Insurance Broking Services Ltd.	0.50	0.50
4600	4600	Vasavadatta Services Ltd.	0.46	0.46

**Notes to Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

2.11	Non Current Investments (Contd.)			
As at 31.03.2015	As at 31.03.2014		As at 31.03.2015	As at 31.03.2014
		<b>EQUITY SHARES (OTHERS) - UNQUOTED</b>		
10	10	The Coimbatore & Nilgiris Dist. Small Scale Service Ind. Co-Op. Society Ltd. (face value ₹ 100/-)	0.01	0.01
1	1	The Tamilnadu Tea Manufacturers' Service Industrial Co-Op. Society Ltd. (face value ₹ 5000/-)	0.05	0.05
		<b>EQUITY SHARES IN COMPANIES - QUOTED</b>		
75	75	McLeod Russel India Ltd.	0.02	0.02
		<b>5% CUMULATIVE REDEEMABLE PREFERENCE SHARES IN SUBSIDIARY COMPANY - UNQUOTED</b>		
30000	30000	Parvati Tea Company Ltd. (Face Value ₹ 100/- each)	1800.00	1800.00
		<b>INVESTMENT IN GOVERNMENT &amp; TRUSTED SECURITIES - UNQUOTED</b> (Face Value of ₹ 1000/- each)		
3	3	National Savings Certificates	0.03	0.03
		<b>INVESTMENT IN SECURED DEBENTURES - UNQUOTED</b>		
		20.4% TDI Realcon Private Limited (Formerly Navjyoti Overseas Private Ltd.) (Face Value ₹ 100/- Lac)	–	75.00
–	2	17% Almond Infrabuild Private Limited (Face Value ₹ 50/- Lac each)	–	100.00
500000	500000	1% Unsecured Redeemable Non-Convertible Debenture of Parvati Tea Company Ltd. (Face Value ₹ 100/- each)	500.00	500.00
		<b>INVESTMENT IN BONDS - QUOTED</b> (Face value of ₹ 1000/- each, unless otherwise stated)		
–	50000	20 years, 8.76% Tax Free Bonds of HUDCO Ltd. Tranche – II Series 3 A	–	500.00
–	15832	20 years, 8.66% Tax Free Bonds of NTPC Ltd. Series 3 A	–	158.32
–	50000	15 years, 8.48% Tax Free Bonds of IIFCL Ltd. Series 2 A	–	500.00
–	75000	15 years, 8.54% Tax Free Bonds of PFC Ltd. Series 2	–	750.53
–	50000	15 years, 8.63% Tax Free Bonds of REC Ltd. Tranche II Series II	–	500.00
–	50000	15 years, 8.63% Tax Free Bonds of IRFC Ltd. Tranche II Series IIA	–	500.00
–	3610	15 years, 8.63% Tax Free Bonds of NHB Ltd. Series 2-A (Face value ₹ 5000/- each)	–	180.50
		<b>INVESTMENTS IN MUTUAL FUNDS - UNQUOTED</b>		
–	1957514.114	Reliance Regular Savings Fund –Equity Fund	–	500.00
–	1500915.558	HDFC Prudence Fund	–	500.00
2738458.484	1187064.879	Edelweiss Absolute Return Fund- Direct Plan Dividend option-Payout**	400.00	136.63
2673332.175	2673332.175	UTI Short Term Income Fund - Growth**	400.00	400.00
2306081.421	2069339.610	Birla Sunlife Short Term Opportunities Fund - Growth*	500.00	400.00
18159.082	16500.227	Templeton India Short Term Income Plan Fund - Growth*	500.00	400.00
2000000.000	2000000.000	Reliance Fixed Horizon Fund - XXIV-Series2-1110 Days-Growth *	200.00	200.00
–	2000000.000	ICICI Prudential FMP Series 68-745 Days - Plan J - Growth*	–	200.00
6000000.000	6000000.000	ICICI Prudential FMP Series 72-823 Days - Plan H - Growth*	600.00	600.00
2000000.000	2000000.000	Birla Sun Life Fixed Term Plan- Corporate Bond Series A(1170 Days)**	200.00	200.00

## Notes to Financial Statements for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

2.11 Non Current Investments (Contd.)				
As at 31.03.2015	As at 31.03.2014		As at 31.03.2015	As at 31.03.2014
-	4000000.000	HDFC FMP 447 Days Feb 2014(1) Series 29-Direct-Growth**	-	400.00
4000000.000	4000000.000	Reliance Fixed Horizon Fund – XXV-Series23– 827 Days-Growth **	400.00	400.00
4500000.000	4500000.000	DWS Fixed Maturity Plan-Series 58– 2 Yrs Growth*	450.00	450.00
-	2500000.000	Kotak FMP Series 154–390 Days Growth **	-	250.00
3000000.000	-	HDFC FMP 1184D-Series 33-Regular-Growth**	300.00	-
5000000.000	-	JP Morgan India Corporate Debt Opportunities Fund- Regular- Growth**	500.00	-
2000000.000	-	ICICI Prudential FMP Series 75 – 1246 Days Plan U – Regular*	200.00	-
1696496.734	-	Reliance Regular Savings Fund – Debt– Growth*	300.00	-
3784346.103	-	Edelweiss Short Term Income Fund-Direct Plan Growth Option**	600.00	-
2149797.919	-	Franklin India Corporate Bond Opportunities Fund*	300.00	-
858217.013	-	Reliance Gilt Securities Fund-Growth plan-Growth Option(GL-RG)*	155.00	-
819059.850	-	UTI-GILT Advantage Fund –LTP-Growth*	250.00	-
878175.923	-	HDFC Gilt Fund Long Term-Growth*	250.00	-
664671.874	-	Franklin India Monthly Income Plan-Plan A-Growth**	285.00	-
		<b>INVESTMENTS IN REAL ESTATE YIELD FUNDS – UNQUOTED</b>		
		Peninsula Brookfield India Real Estate Fund	100.23	99.59
		IDFC Real Estate Yield Fund	97.46	20.05
		<b>INVESTMENTS IN PORTFOLIO MANAGEMENT SERVICES – UNQUOTED</b>		
		Reliance Capital Asset Management Company Ltd.	-	8.31
		Reliance Capital Asset Management Company Ltd. (Yield Maximiser Fund)	375.69	658.46
		India Business Excellence Trust	225.70	229.93
		<b>TOTAL NON CURRENT INVESTMENT</b>	<b>22940.12</b>	<b>24693.08</b>
		Aggregate Book Value of Non Current Quoted Investments	0.02	3089.37
		Aggregate Book Value of Non Current Unquoted Investments	22940.10	21603.71
		<b>TOTAL</b>	<b>22940.12</b>	<b>24693.08</b>
		Aggregate Market Value of Non Current Quoted Investments	0.18	3152.26

\* Pledged as security for issuing SBLC used for availing credit facilities for a subsidiary and a step down subsidiary company.

\*\* Pledged as security to secure a Non Current Rupee Term Loan.

Portion of long term investments, as defined by Accounting Standard-13 "Accounting for Investments", which are expected to be realised within twelve months from the Balance Sheet date are disclosed as "Current portion of long term investment".

**Notes to Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

		Long Term		Short Term	
		As at 31st March 2015	As at 31st March 2014	As at 31st March 2015	As at 31st March 2014
<b>2.12</b>	<b>LOANS &amp; ADVANCES</b> (Unsecured, considered good unless otherwise mention)				
	<b>Capital Advances</b>	250.53	217.26	–	–
		<b>250.53</b>	<b>217.26</b>	–	–
	<b>Security Deposits</b>				
	Subsidiary (Refer Note No 2.28.H) #	251.00	251.00	–	–
	Others ##	441.26	436.21	17.61	92.18
		<b>692.26</b>	<b>687.21</b>	<b>17.61</b>	<b>92.18</b>
	## Includes paid against Green leaf purchase ₹ 54.25 (P.Y ₹ 54.25)				
	<b>Loan &amp; Advances to Related Parties</b>				
	To Subsidiaries / Step Down Subsidiaries (Refer Note No 2.28.H) #	–	–	300.95	80.93
		–	–	<b>300.95</b>	<b>80.93</b>
	<b>Other Loans and Advances</b>				
	Loans & Deposit to Companies	–	–	–	750.00
	Deposit with NABARD	–	–	0.04	0.04
	Advance Tax and TDS (Net of provisions)	819.60	882.79	–	–
	MAT credit Entitlement (refer note no. 2.28.D.iii)	245.36	418.43	–	–
	Advance against supply of Goods and Services	–	–	804.33	875.76
	Prepaid Expenses	24.58	60.32	158.23	159.79
	Insurance, excise and other claims	–	–	61.14	42.23
	Loan / Advance to Employees	147.12	166.45	157.82	144.04
	Balances with Government & Statutory Authorities	–	–	222.98	370.69
	<b>Other Deposits and Advances</b>				
	Considered Good	34.19	27.99	66.48	58.71
	Considered Doubtful	–	–	3.73	3.73
	Less : Provision	–	–	(3.73)	(3.73)
		<b>1270.85</b>	<b>1555.98</b>	<b>1471.02</b>	<b>2401.26</b>
		<b>2213.64</b>	<b>2460.45</b>	<b>1789.58</b>	<b>2574.37</b>

# Loans to subsidiary/ Step down subsidiary have been given for general business purpose and the same payable on demand. Also refer note no. 2.28H

## Notes to Financial Statements for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	Long Term		Short Term	
	As at 31st March 2015	As at 31st March 2014	As at 31st March 2015	As at 31st March 2014
<b>2.13 OTHER ASSETS</b>				
Bank Fixed Deposit (Including ₹ 0.15, P.Y. ₹ 0.15 pledged as margin money)	5.49	1408.55	–	–
Interest accrued on Deposits	–	–	184.74	98.42
Interest accrued on Investments	–	–	9.51	68.76
Interest accrued on loans / Inter corporate Deposits	–	–	8.19	2.77
Incentive and Subsidy Receivable	–	–	2512.43	1896.77
Rent Receivable	–	–	11.61	11.47
Interest Refundable	–	–	71.44	–
Asset held For Disposal	–	–	85.99	–
Other Receivable	–	–	187.93	1251.88
	<b>5.49</b>	<b>1408.55</b>	<b>3071.84</b>	<b>3330.07</b>

2.14 Current Investments			As at 31.03.2015	As at 31.03.2014
As at 31.03.2015	As at 31.03.2014			
Number of Shares/ Securities/ Bonds/Units		<b>"CURRENT INVESTMENTS - OTHER THAN TRADE"</b> (Valued at cost unless otherwise stated)		
		<b>"FULLY PAID SHARES/SECURITIES/BONDS/UNITS"</b> (Face Value of ₹ 10/- each unless otherwise stated)*		
		<b>CURRENT PORTION OF LONG TERM INVESTMENTS AS PER ACCOUNTING STANDARD (AS)-13</b>		
		<b>INVESTMENT IN SECURED NON CONVERTIBLE DEBENTURES – UNQUOTED</b>		
0.87	0.25	20.4% TDI Realcon Private Limited (formerly Navijoti Overseas Private Ltd.) (Face Value ₹ 100/- Lac)	87.35	25.00
		<b>INVESTMENT IN MUTUAL FUND – UNQUOTED</b>		
2000000.000	–	ICICI Prudential FMP Series 68–745 Days – Plan J – Growth*	200.00	–
4000000.000	–	HDFC FMP 447 Days Feb 2014(1) Series 29–Direct–Growth**	400.00	–
2500000.000	–	Kotak FMP Series 154–390 Days Growth **	250.00	–
		<b>TOTAL</b>	<b>937.35</b>	<b>25.00</b>
		Aggregate Book Value of Current Quoted Investments	–	–
		Aggregate Book Value of Current Unquoted Investments	937.35	25.00
		Aggregate Book Value of Current & Non–Current Quoted Investments	0.02	3089.37
		Aggregate Book Value of Current & Non–Current Unquoted Investments	23877.45	21628.71
		Aggregate Market Value of Current & Non–Current Quoted Investments	0.18	3152.26

\* Pledged as security for issuing SBLC used for availing credit facilities for a subsidiary and a step down subsidiary company.

\*\* Pledged as security to secure a Non Current Rupee Term Loan.

Portion of long term investments, as defined by Accounting Standard-13 "Accounting for Investments", which are expected to be realised within twelve months from the Balance Sheet date are disclosed as "Current portion of long term investment".

**Notes to Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	As at 31st March 2015	As at 31st March 2014
<b>2.15 INVENTORIES (As valued and certified by the management)</b>		
Raw Materials	883.74	955.94
Work in Progress	27.83	428.35
Finished Goods	17520.18	15372.55
Traded Goods	3472.71	4546.03
Stores and Spares	2354.41	2317.35
Loose Tools & Others	6.24	4.58
	<b>24265.11</b>	<b>23624.80</b>

	Finished / Traded Goods		Work-in-Progress	
	As at 31st March 2015	As at 31st March 2014	As at 31st March 2015	As at 31st March 2014
<b>Details of Inventories</b>				
Tea (Finished Goods)	2558.58	2106.81	–	–
Tea (Traded Goods)	3472.71	4546.03	–	–
Chemicals	2047.18	1818.53	18.42	18.24
Sugar	12914.42	11447.21	9.41	410.11
	<b>20992.89</b>	<b>19918.58</b>	<b>27.83</b>	<b>428.35</b>

	As at 31st March 2015	As at 31st March 2014
<b>2.16 TRADE RECEIVABLES</b>		
<b>Outstanding for a period exceeding six months</b>		
Secured, considered good	–	–
Unsecured, considered good	89.92	268.91
Doubtful	116.27	36.21
	<b>206.19</b>	<b>305.12</b>
Provision for doubtful receivables	116.27	36.21
	<b>89.92</b>	<b>268.91</b>
<b>Other Receivables</b>		
Secured, considered good	–	–
Unsecured, considered good	8310.00	7177.69
	<b>8399.92</b>	<b>7446.60</b>

## Notes to Financial Statements for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	As at 31st March 2015	As at 31st March 2014
<b>2.17 CASH AND BANK BALANCES</b>		
<b>Cash and Cash Equivalents</b>		
Balances With Banks :		
In Current / Cash Credit Account	1064.86	1377.38
In Fixed Deposit Accounts with original maturity of less than three months	7105.14	9801.00
Cheques/drafts on hand and Remittances in transit	55.59	175.94
Cash on hand	34.03	47.12
	<b>8259.62</b>	<b>11401.44</b>
<b>Other Bank Balances</b>		
Earmarked balances with Banks ( unpaid Dividend Account)	81.01	78.02
Other Fixed Deposit with Banks (Including ₹ 14.15 , P.Y ₹ 113.08 pledged as margin Money)	543.33	643.50
	<b>624.34</b>	<b>721.52</b>
	<b>8883.96</b>	<b>12122.96</b>

	For the year ended 31st March 2015	For the year ended 31st March 2014
<b>2.18 REVENUE FROM OPERATIONS (GROSS)</b>		
Sales of Finished Goods & Other Products	65768.68	67629.77
Less : Excise Duty	915.49	1052.90
	<b>64853.19</b>	<b>66576.87</b>
Government rebate on Fertilizers	2155.26	1916.21
Sale of Services (Warehousing Charges)	176.80	322.72
	<b>67185.25</b>	<b>68815.80</b>
<b>Other Operating Revenues</b>		
Incentives & Subsidies	327.41	276.23
Export Benefits	518.64	606.31
Insurance and Other Claims (Net)	148.57	37.85
Income from Farm Product ( details as below)	43.57	10.99
Miscellaneous Sale	247.90	204.23
	<b>1286.09</b>	<b>1135.61</b>
	<b>68471.34</b>	<b>69951.41</b>



**Notes to Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	For the year ended 31st March 2015	For the year ended 31st March 2014
<b>2.18 REVENUE FROM OPERATIONS (GROSS) (Contd.)</b>		
Tea	44516.38	45522.40
Chemicals	6103.94	6468.51
Sugar	15140.31	15617.23
Others	8.05	21.63
	<b>65768.68</b>	<b>67629.77</b>
<b>Income from Farm Products :</b>		
Sales of Agricultural Product	133.53	112.94
Lease Rent	10.19	2.66
	<b>143.72</b>	<b>115.60</b>
Less : Opening Stock	–	0.60
Agricultural Farming Expenses (towards cultivation & other expenses)	98.91	102.52
Other Repairs	0.35	0.12
Rent, Rates & Taxes	0.07	0.10
Depreciation	0.82	1.27
	<b>100.15</b>	<b>104.61</b>
	<b>43.57</b>	<b>10.99</b>

<b>2.19 OTHER INCOME</b>		
<b>Interest Income</b>		
On Investments		
Long term	414.50	240.65
Current	4.98	40.27
On Bank Deposits	214.50	94.12
On Loans & Other Deposits, etc	154.93	137.05
On Subsidiary	11.71	1.52
Interest Subsidy	–	9.40
<b>Dividend Income</b>		
On Long term	32.89	121.31
<b>Net gain/ (loss) on sale of Investments</b>		
On Long term	564.19	502.25
On Current	2.87	27.33

## Notes to Financial Statements for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	For the year ended 31st March 2015	For the year ended 31st March 2014
<b>2.19 OTHER INCOME (Contd.)</b>		
<b>Other Non Operating Income</b>		
Profit on sale of Fixed Assets (Net)	–	2,676.05
Rent	252.44	268.49
Net (loss)/ Gain on foreign currency transaction and translation	317.93	22.14
Excess Liabilities and Unclaimed Balances written back	34.06	143.21
Excess provisions, receipts & adjustments pertaining to previous years	119.88	74.94
Less: Short provisions, sundry payments & adjustments relating to previous years	(7.10)	(16.22)
Add : Excess/(Short) provision of bonus for previous years (Net)	6.47	11.00
Miscellaneous Income	150.60	172.52
	<b>2274.85</b>	<b>4526.03</b>

<b>2.20 COST OF MATERIALS CONSUMED</b>		
<b>Raw Material Consumed</b>		
Opening Inventories	955.94	1090.52
Add : Purchase	24631.73	22089.88
	<b>25587.67</b>	<b>23180.40</b>
Less : Closing Inventories	883.74	955.94
Sales	59.98	47.71
	<b>24643.95</b>	<b>22176.75</b>
<b>Details of Raw Material Consumed</b>		
Green Tea Leaves	3781.22	4218.13
Chemicals/Minerals	5534.92	5260.19
Sugarcane	15024.01	12532.12
Black Tea	303.80	166.31
	<b>24643.95</b>	<b>22176.75</b>

<b>2.21 PURCHASE OF TRADED GOODS</b>		
Traded Goods : Tea	5921.16	8492.80
Chemicals	16.15	493.18
	<b>5937.31</b>	<b>8985.98</b>

**Notes to Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	For the year ended 31st March 2015	For the year ended 31st March 2014
<b>2.22 (INCREASE)/ DECREASE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS</b>		
<b>Inventories at the beginning of the year</b>		
Finished Goods	15372.55	16513.74
Work-in-Progress	428.35	433.44
Traded Goods	4546.03	4320.46
	<b>20346.93</b>	<b>21267.64</b>
<b>Inventories at the end of the year</b>		
Finished Goods	17520.18	15372.55
Work-in-Progress	27.83	428.35
Traded Goods	3472.71	4546.03
	<b>21020.72</b>	<b>20346.93</b>
	<b>(673.79)</b>	<b>920.71</b>

<b>2.23 EMPLOYEE BENEFIT EXPENSE</b>		
Salaries & Wages	15566.13	14428.12
Contribution to Provident Funds and Others	1269.89	1185.77
Contribution to Gratuity Fund	625.69	487.97
Contribution to Superannuation Fund	85.29	78.86
Staff Welfare Expenses	1181.60	1118.34
	<b>18728.60</b>	<b>17299.06</b>
Less : Amount Transferred to Corporate Social Responsibility Expenses	(17.77)	-
	<b>18710.83</b>	<b>17299.06</b>

<b>2.24 FINANCE COST</b>		
<b>Interest Expenses</b>		
To Fixed Loans & Deposits	1704.80	1297.09
To Bank & Others	2899.88	3218.62
	<b>4604.68</b>	<b>4515.71</b>
<b>Other Borrowing Cost</b>		
Other Financial Charges	55.52	60.89
Applicable net gain/loss on foreign currency transactions and translations	69.83	149.75
	<b>4730.03</b>	<b>4726.35</b>

## Notes to Financial Statements for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	For the year ended 31st March 2015	For the year ended 31st March 2014
<b>2.25 OTHER EXPENSES</b>		
<b>Manufacturing Expenses</b>		
Stores, Spare Parts & Packing Materials Consumed	2614.98	2401.12
Power & Fuel	4196.70	4075.44
Consumption of Manures/ Pesticides etc	1842.03	1731.75
Repairs to Buildings	486.63	549.22
Repairs to Machinery	1003.98	1275.82
Repairs to Other Assets	386.63	419.62
Increase/(Decrease) in Excise Duty & Cess on Finished Goods	110.62	(99.12)
	<b>10641.57</b>	<b>10353.85</b>
Less: Amount Transferred to Corporate Social Responsibility Expenses	(1.26)	—
	<b>10640.31</b>	<b>10353.85</b>
<b>Selling and Administration</b>		
Freight & Cartage	1778.40	1669.30
Insurance	118.63	147.56
Brokerage & Commission	661.00	609.29
Warehousing Charges	181.33	152.91
Other Selling Expenses (including packing material ₹ 10.85, P.Y. ₹ 11.43)	918.27	850.16
Rent	289.19	709.43
Rates & Taxes ( Duty & Cess)	356.44	349.46
Insurance excluding on sales	144.97	131.62
Charity & Donation#	10.00	—
<b>Auditors' Remuneration -</b>		
Statutory Auditors -		
Auditor	30.25	30.25
Tax Audit Fees	7.50	6.75
Other Services	17.61	20.73
Reimbursement of Expenses	1.69	1.83
Reimbursement of Service Tax	5.42	5.67

**Notes to Financial Statements** for the year ended 31st March, 2015 (Contd.)

	For the year ended 31st March 2015	For the year ended 31st March 2014
<b>2.25 OTHER EXPENSES (Contd.)</b>		
Cost Auditors -		
Audit Fees	1.59	1.16
Other Services	–	0.31
Reimbursement of Expenses	0.28	0.38
Corporate Social Responsibility Expenses	26.45	–
Bad Debts & Irrecoverable Loans, Advances & Claims written off.	553.10	126.39
Less : Reserve	(31.44)	(0.16)
Reserve for Doubtful Debts & Advances further created	111.50	–
Less : Written Back	–	(0.16)
Investment Written off	8.31	–
Amortization of Foreign currency monetary item translation difference	–	1491.90
Forward Contract Charges	77.13	39.82
Loss on sale of Fixed Assets (Net)	13.36	–
Other Miscellaneous Expenses	2240.49	1939.38
	<b>7521.47</b>	<b>8283.98</b>
Less : Amount Transferred to Corporate Social Responsibility Expenses	(7.42)	–
	<b>7514.05</b>	<b>8283.98</b>
	<b>18154.36</b>	<b>18637.83</b>

# Represents Donation paid to Assam Pradesh Congress Committee

<b>2.26 DEPRECIATION AND AMORTIZATION EXPENSES</b>		
On Tangible Assets	1334.50	1490.21
On Investment Property	24.72	27.42
	<b>1359.22</b>	<b>1517.63</b>

<b>2.27 TAX EXPENSE</b>		
Current Tax for the year	200.00	110.00
Add/Less : Adjustment of Tax related to earlier years	156.25	–
Current Tax	<b>356.25</b>	<b>110.00</b>
Deferred Tax	(569.63)	(231.26)
	<b>(213.38)</b>	<b>(121.26)</b>

**Notes to Financial Statements** for the year ended 31st March, 2015 (Contd.)

		As at 31st March 2015	As at 31st March 2014
<b>2.28</b>	<b>NOTES</b>		
	Contingent Liabilities not provided for in respect of :		
A)	Claims/Disputes/Demands not acknowledged as debts :		
i)	Demand from Sales Tax authority : Certain disallowances of Sales Tax were demanded against the company and the appeals before the Commissioner/ Tribunal Appellate and revisional Board has been filed and the management is of the opinion that it will obtain full relief	231.67	231.82
ii)	Income Tax demand under appeal	627.16	637.74
iii)	Demand from a lessor for interest on differential rent	70.14	70.14
iv)	Demand of Provident Fund Damages and Interest by the Provident Fund Authorities, West Bengal	90.69	24.39
v)	Electricity duty demanded by Government of Bihar appealed in Hon'ble Supreme Court	103.10	103.10
vi)	Demand of additional electricity charges for connected load by Assam State Electricity Board pending before Hon'ble High Court, Guwahati	12.09	—
vii)	Demand of wages of a closed unit for earlier years pending before Labour Court (Estimated)	61.50	61.50
viii)	Demand against differential excise duty in relation to a closed unit for earlier years pending before Central Excise & Service Tax Appellate Tribunal (CESTAT)	50.05	50.05
B)	i) Capital Commitments outstanding (Net of Advances)	748.59	858.49
	ii) Corporate guarantee outstanding amounting to ₹ 1875.15 lacs (previous year ₹ 1797.60 lacs) and investments pledged with a bank amounting to ₹ 3905.00 lacs (previous year ₹ 3930.50 lacs) towards banking facilities availed by a subsidiary and step down subsidiary from the Bank.	5094.16	3553.26
C)	Other Commitments		
	Letter of credit issued against Import of materials	18.40	11.20

**Note :** In respect of above, future cash flows are determinable only on receipt of judgements pending at various forums/authorities which in the opinion of Company is not tenable and there is no possibility of any future cash outflow in case of above.

- D) i) Fringe Benefit Tax has been abolished from accounting year 2009-10. However in view of the interim stay granted by the Hon'ble High Court at Calcutta, no liability has been provided for earlier years.
- ii) No provision for dividend and corresponding dividend distribution tax has been recognized in respect to 7135730 equity shares held by the beneficiary trusts in view of waiver letter received from them.
- iii) During the year, the Company has further assessed the recoverability of Minimum Alternate Tax (MAT) for set off with future normal taxes and a sum of ₹ 245.36 (previous year ₹ 418.43) have been carried forward. Based on

**Notes to Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

projections made by the management and current trend of working of the Company the management is virtually certain of recovering the MAT credit entitlements.

- E) As per the requirements of Schedule II of the Companies Act, 2013 ("the Act") effective from 1st April, 2014, the Company has charged depreciation during the year based on the provisions of the said Schedule. Consequently, depreciation charge for the year is higher by ₹ 238.61. Further, an amount of ₹ 311.44 (Net of deferred tax asset ₹ 142.53) has been adjusted with the General Reserve as on 1st April 2014 in respect of those assets whose remaining useful life was Nil as on 1st April 2014 as per the transitional provisions of Schedule II.
- F) During the year the company has changed its accounting policy for providing depreciation on motor vehicle from written down value method to straight line method. Due to above a sum of ₹ 381.08 has been credited to statement of Profit & loss on account of excess depreciation provided in earlier years.
- G) The agreement with Assam Tea Corporation Ltd. (ATCL) for purchase of entire green leaves of Longai, Ishabheel and Bidhyanagar Tea Estates and operating the Longai Tea Factory were further renewed for the season 2015 for a period of one year by bidding through tender. A sum of ₹ 400.45 (previous year ₹ 496.74) is recoverable from ATCL which is being realized on a systematic basis from the payments to be made to ATCL on various grounds. The above sum is inclusive of ₹ 80.32 lacs representing outstanding dues on account Amluckie Tea Estate of ATCL which shall also be recovered as mentioned above.
- H) i) Particulars in respect of Loans and advances as per the listing agreement:

Name of the Company	Relationship	Nature	Closing Balance		Maximum Balance outstanding during	
			as on 31.03.2015	as on 31.03.2014	2014-15	2013-14
North Tukvar Tea Company Limited ##	Subsidiary	Security deposit	251.00	251.00	251.00	251.00
North Tukvar Tea Company Limited ##	Subsidiary	Advance in nature of loans	114.68	26.45	114.68	26.45
Parvati Tea Company Limited #	Subsidiary	Advance in nature of loans	92.39	(96.74)	365.40	243.44
Birla Holdings Co. Ltd #	Subsidiary	Advance in nature of loans	16.27	(35.22)	17.12	(83.43)
Kijura Tea Company Limited #	Step down Subsidiary	Advance in nature of loans	77.61	54.48	77.61	54.48

# Repayable on demand

## Refer Note ii) below

- ii) The Net Worth of the subsidiary company M/s North Tukvar Tea Company Ltd. is negative. No provision in value of the investment amounting to ₹ 356.20 and for advances /security deposit of ₹ 365.68 is envisaged /provided, being strategic in nature.

**Note:** Loans to employees under various schemes of the Company (i.e. housing loan etc) is considered outside the purview of disclosure requirements.

- I) As per the requirements of Accounting Standard -28 on "Impairment of Assets", the company has assessed the carrying amount of the assets vis-a-vis their recoverable values and no impairment is envisaged at the balance sheet date.

**Notes to Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

- J) The Company has no overdue amounts due to suppliers under the Micro, Small, & Medium Enterprises Development Act, 2006 (MSMED) as at 31.03.2015. The disclosure as required under the said act is as under :-

		2014-15	2013-14
i)	Principal amount due to suppliers under MSMED Act and remaining unpaid	0.06	9.36
ii)	Interest due to suppliers on above	NIL	NIL
iii)	Any Payment made to suppliers beyond appointed date (under Section 16 of the Act)	NIL	NIL
iv)	Interest due and payable to suppliers under MSMED Act	NIL	NIL
v)	Interest Accrued & remaining unpaid as at 31.03.15	NIL	NIL
vi)	Interest remaining due & payable as per section 23 of the Act	NIL	NIL

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

- K) i) The Company's significant leasing agreements (as lessee) are in respect of lease for Land & Premises (residential, office, stores, godowns etc). These Leasing arrangements which are non-cancellable ranging between one month and three years generally or longer and are usually renewable by mutual agreement. The aggregate lease rentals payable are charged as Rent.
- ii) Certain land and building has been given on operating lease to a society at a lease rental of ₹ 0.50 (Previous year ₹ 0.50) per annum for the land and ₹ 17.00 Per month (Previous year ₹ 17.00 per month) for the building to be reviewed annually.

As per requirements of Accounting Standard-19 on leases, the following disclosures are furnished for significant operating leases as lessor:

Particulars	2014-15			2013-14		
	Gross Carrying Amount	Accumulated Depreciation	Depreciation for the Year	Gross Carrying Amount	Accumulated Depreciation	Depreciation for the Year
Land	37.91	—	—	37.91	—	—
Building	1680.75	237.10	24.68	1680.75	212.42	27.40
Plant & Machinery	154.08	77.65	10.68	154.08	66.97	6.22
Furniture & Fixture	188.33	133.43	16.21	188.33	117.22	17.85
Motor Vehicle	9.40	8.67	0.67	9.40	8.00	0.48
<b>Total</b>	<b>2070.47</b>	<b>456.85</b>	<b>52.24</b>	<b>2070.47</b>	<b>404.61</b>	<b>51.95</b>

- iii) The Company has taken over the operation and management control of North Tukvar Tea Estate on leave & license basis till 31.03.2015 from its subsidiary North Tukvar Tea Company Limited at an yearly charge of ₹9.00. The annual lease charge has been waived by the subsidiary from the year 2013-2014. The results for the current financial year includes a loss of ₹ 269.22 (Previous year ₹ 77.55) from the said tea estate.



**Notes to Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

## L) Disclosure as per Accounting Standard-29 "Provisions, Contingent Liabilities &amp; Contingent Assets"

Particulars	2014-15			2013-14		
	Disputed Statutory Matters	Other Obligations	Total	Disputed Statutory Matters	Other Obligations	Total
Opening Balance	91.11	61.69	152.80	77.82	68.31	146.13
Addition	3.22	1.59	4.81	13.29	12.77	26.06
Utilization	–	8.05	8.05	–	19.39	19.39
Reversal	0.11	5.85	5.96	–	–	–
Closing Balance	94.22	49.38	143.60	91.11	61.69	152.80

The provisions for disputed statutory & obligatory liabilities are on account of cases pending with courts/concerned authorities based on estimates made by the Company considering the facts & circumstances.

## M) The Company uses forward contracts, swaps and other derivative contracts to hedge its risks relating to changes in exchange rates and interest rates. The use of such contract is consistent with the Company's risk management policy. The Company does not use derivative contracts for speculation purposes.

## i) The particulars of derivative contracts entered into for hedging purposes outstanding as at 31.03.2015 are as under :

Category of Derivative Instruments	Amount of Exposures Hedged	
	As at 31.03.2015	As at 31.03.2014
a) Forward contract for Borrowings/Buyers' Credit	5046.42	2408.44
b) Forward contract for interest on Borrowings /Buyer's credit	9.20	–
c) Forward contract against firm commitments of future sales / Past performance	2154.05	266.76

## ii) Unhedged foreign currency exposures as at 31.03.2015 are as under:

	As at 31.03.2015	As at 31.03.2014
a) Receivables/Advances	2430.23	2174.84
b) Interest/Payables/ Buyer's Credit	980.34	1751.05

## N) Disclosures of Corporate Social Responsibility expenditure in line with the requirement of Guidance Note on "Accounting for Expenditure on Corporate Social Responsibility Activities"

Particulars	2014-15	2013-14
A) Amount of CSR expenditure to be incurred during the year	22.50	–
B) CSR expenditure (Revenue Nature) incurred during the year	26.45	–

**Notes to Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

## O) Employee Benefits (Accounting Standard - 15)

i) **Defined Contribution Plan :**

The Company makes contribution towards Provident Fund, ESIC and Superannuation Fund to a defined contribution benefit plan for qualifying employees. The provident fund plan is operated partly by Regional Provident Fund Commissioner and partly by an independent Trust, ESIC by government agencies and Superannuation Fund by a trust created for the purpose. Under the said schemes the company is required to contribute a specific percentage of pay roll costs in respect of eligible employees to the retirement benefit scheme to fund the benefits.

During the year the company has recognized ₹ 1269.89 (Previous Year ₹ 1185.77) for provident fund contribution, ₹ 25.60 (Previous Year ₹ 28.81) for ESIC and ₹ 85.29 (Previous Year ₹ 78.86) for Superannuation Contribution. The Contribution payables to these plans by the Company are at the rates specified in the rules of the scheme.

In keeping with the Guidance on implementing Accounting Standard (AS) 15 on Employees Benefits issued by the Accounting Standards Board of the Institute of Chartered Accountants of India (ASB Guidance), employer-established provident fund trusts are treated as Defined Benefit Plans since the company is obligated to meet interest shortfall, if any, with respect to covered employees. In view of year-end position of the fund (for covered employees) and confirmation from the Trustees' of such fund, there is no shortfall as at the year end.

ii) **Defined benefit plans :**

- The Company makes contribution of gratuity to JSTI Gratuity Fund created for the purpose of qualifying employees. The scheme provides for payment to vested employees upon retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of 5 years of continuous service.
- Certain employees of the Company are also eligible for encashment of leave upon retirement up to 30 days for each year (maximum 240 days).
- The present value of defined benefit obligation and related current cost are measured using the Projected Unit Credit Method with actuarial valuation being carried out at each Balance Sheet date.

(₹ in lacs)

		2014-2015 Gratuity Plan	2013-2014 Gratuity Plan
<b>A</b>	<b>Expenses recognised in the Statement of Profit &amp; Loss Account for the year ended 31st March 2015</b>		
i)	Current Service Cost	321.11	275.60
ii)	Interest Cost	284.74	288.88
iii)	Expected return on Plan Assets	290.80	262.74
iv)	Actuarial (Gain)/Losses	310.64	186.23
v)	Past Service Cost	—	—
vi)	Expenses recognised in Profit & Loss Account	625.69	487.97
<b>B</b>	<b>Net (Assets)/Liabilities recognised in Balance Sheet as at 31st March 2015</b>		
i)	Present Value of the Defined Benefit Obligation	4384.11	3785.43
ii)	Fair Value of Plan Assets	3704.09	3231.10
iii)	Net (Assets)/Liabilities recognised in Balance Sheet	680.02	554.33

**Notes to Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

C	Changes in the Present Value of Defined Benefit Obligation during the year ended 31st March 2015			
	i)	Present Value of Defined Benefit Obligation as at 1st April 2014	3785.43	3519.10
	ii)	Current Service Cost	321.11	275.59
	iii)	Interest Cost	284.74	288.88
	iv)	Past Service Cost	–	–
	v)	Actuarial (Gain)/Losses	445.16	137.01
	vi)	Benefits Paid	452.33	435.15
	vii)	Present Value of obligation as at 31st March 2015	4384.11	3785.43
D	Changes in fair value of Plan Assets during the year ended 31st March 2015			
	i)	Fair Value of Plan Assets as at 1st April 2014	3231.10	3002.73
	ii)	Expected return on Plan Assets	290.80	262.74
	iii)	Actuarial Gain/(Losses)	134.52	(49.21)
	iv)	Benefits paid	452.33	435.15
	v)	Contributions	500.00	450.00
	vi)	Settlement/ Amalgamation	–	–
	vii)	Fair Value of Plan Assets as at 31st March 2015	3704.09	3231.10
	viii)	Actual return on Plan Assets	425.32	213.53
E	Principle Actuarial Assumptions used			
	i)	Discount rates as at 31st March 2015	8.00%	8.75%
	ii)	Expected Return on Plan Assets	9.00%	8.75%
	iii)	Expected Salary increase rates	6.00%	5.00%
	iv)	Mortality Rates	(2006 - 08) Mortality Table	(2006 - 08) Mortality Table
F	Major categories of Plan Assets as a percentage of Fair Value of Plan Assets		Qualified Insurance Policy	Qualified Insurance Policy

**Notes :**

- The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply & demand in the employment market.
- The expected rate of return on Plan Assets is determined based on the portfolio of assets, existing investments alongwith the Strategic changes in the portfolio and market scenario. The Plan Assets are diversified reasonable to maximise the return within acceptable risk parameters.
- The Company expects to contribute ₹ 550.00 lacs to its gratuity fund in 2015-16.
- Amount for the current annual period and pervious four annual periods are as follows :

Particulars	2014-15	2013-14	2012-13	2011-12	2010-11
Present value of defined obligation	4384.11	3785.43	3519.10	3112.76	2974.28
Fair Value of Plan Assets	3704.09	3231.10	3002.73	2602.83	2439.81
Excess of obligation over Plan Assets	680.02	554.33	516.37	509.93	534.47

## Notes to Financial Statements for the year ended 31st March, 2015 (Contd.)

### (P) Disclosure as per Accounting Standard - 18 on "Related Party Disclosure"

(₹ in Lacs)

Sl. No.	Name of the Related Party	Relation-ship	Remune-ration	Dividend		Loans & Advances (Net)		Paid	Interest Received	Goods & Services		Others Expend-iture	Amount	
			Paid	Paid	Recei-ved	Paid	Recei-ved			Sale	Purchase		Receivable	Payable
													(As at 31.03.2015)	
1.	North Tukvar Tea Co.Ltd.	Subsidiary				88.23 (11.01)			3.02 (1.52)				365.68* (277.45)	
2.	Birla Holdings Ltd.	Subsidiary				51.49 (48.21)							16.27* (-)	- (35.22)
3.	Parvati Tea Co. Ltd.	Subsidiary				189.13 (-)	- (325.89)	- (9.28)	9.24 (-)				92.39* (-)	- (96.74)
4.	Kijura Tea Co.Ltd.	Step down Subsidiary				23.13 (20.60)			4.45 (-)				77.61* (54.48)	
# 5.	Century Textiles & Ind.Ltd.	Associate		6.00 (12.00)							2.79 (8.67)	- (0.22)		0.23 (2.98)
# 6.	Kesoram Industries Ltd.	Associate		7.76 (15.52)										
# 7.	Padmavati Investment Ltd.	Associate			3.43 (3.43)									
# 8.	JPM Merchandise Agencies Ltd.	Associate		122.28 (244.56)										
9.	Mr. D.P. Maheshwari	Key Manage-ment Personnel	112.41 (103.58)	0.71 (2.22)										

**Note :** All the above transactions were done at arm's length.

\* Represents year end balance of Current Account.

# These parties are related parties in the broader sense of the term and are included for making the financial statements more transparent.

Figures in bracket indicate for previous year.

### Q) Interest in Joint Venture :

The Company has 50% ownership interest in Tea Group Investment Company Limited. The proportionate share in the assets, liabilities, income and expenses (each without elimination of the effect of transactions between the company and the joint venture) related to its in jointly controlled entity are given below :

Accounting period ended on	31.12.2014	31.12.2013
Country of Incorporation	U.A.E.	U.A.E.
Assets	5321.80	5298.73
Liabilities	3593.76	3848.85
Income	2260.70	2447.61
Expenses (including tax)	1994.59	2184.69

**Notes to Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

		2014-15	2013-14
R) i) <b>C.I.F. Value of Imports</b>			
Capital Goods		49.43	—
Raw Materials (Including in-transit)		2858.87	3207.49
Stores & Spares		61.03	79.09
(ii) <b>Expenditure in Foreign Currency</b>			
Travelling		27.41	45.96
Brokerage & Commission		87.73	80.14
Foreign Bank Charges		7.53	8.54
Interest & Swap Charges		8.36	163.59
Others		57.87	76.45
iii) <b>Earnings in Foreign Currency</b>			
FOB Value of Exports (Excluding to Nepal); Black Tea		8473.06	11701.82
iv) <b>Value of Raw materials and Spares Consumed</b>			

	Raw Materials Consumed				Spares - Parts Consumed			
	2014-15		2013-14		2014-15		2013-14	
	Value	%	Value	%	Value	%	Value	%
Imported	3359.45	13.63	3873.31	17.47	1.99	0.22	0.16	0.02
Indigenous	21284.50	86.37	18303.44	82.53	892.15	99.78	706.24	99.98
<b>Total</b>	<b>24643.95</b>	<b>100.00</b>	<b>22176.75</b>	<b>100.00</b>	<b>894.14</b>	<b>100.00</b>	<b>706.40</b>	<b>100.00</b>

S) <b>Earnings per Share</b>	2014-15	2013-14
Profit/ (loss) after taxation as per statement of Profit & Loss (In ₹ in Lacs)	(1902.34)	334.39
Weighted average number of equity shares outstanding at the year end	28877488	28877488
Basic and diluted earnings per Share of Face Value of ₹ 5/- (in ₹)	(6.59)	1.16

T) **Remittance on account of dividend to Non-Resident Shareholders :**  
**Remitted in their Banks in India -**

	Year ended 31.03.2014	Year ended 31.03.2013
Year to which Dividend relates		
Net amount of Dividend remitted	37.59	76.68
Number of Shareholders	336	400
Number of Shares held	1879564	1917070

U) Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our report of even date annexed

For and on behalf of the Board of Directors

For **SINGHI & CO.**

Chartered Accountants

(Firm Registration No. 302049E)

**Aditya Singhi**

Partner

(Membership No. 305161)

Kolkata, the 18th day of May, 2015

**R. K. Ganeriwala**  
 (President, CFO & Secretary)

**D. P. Maheshwari**  
 (Managing Director)

**B. K. Birla**  
 (Chairman)

## Independent Auditor's Report on Consolidated Financial Statements

To The Members of

**Jay Shree Tea & Industries Limited**

### REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements of **JAY SHREE TEA & INDUSTRIES LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), and a jointly controlled entity, comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

### MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### AUDITOR'S RESPONSIBILITY

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

### BASIS FOR QUALIFIED OPINION

- (a) Note No 2.28.R.ii.d. regarding non provision of accumulated gratuity liability up to 31st March, 2009 of ₹ 96.68 lacs in a subsidiary as per the requirement of Accounting Standard – 15 on "Employees benefits"

Had the above impact be considered, consolidated Loss after

## Independent Auditors' Report on Consolidated Financial Statements (Contd.)

tax for the year would have been ₹ 2383.08 lacs as against the reported Loss of ₹ 2286.40 lacs and the reserve and surplus balance as on 31st March 2015 would have been ₹ 40928.46 lacs as against the reported figure of ₹ 41025.14 lacs.

### QUALIFIED OPINION

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and jointly controlled entity as at 31st March, 2015, and their consolidated loss and their consolidated cash flows for the year ended on that date.

### EMPHASIS OF MATTER

Refer note no. 2.28.H.iii regarding carry forward of minimum alternate tax (MAT) credit entitlement of ₹ 249.36 lacs based on the future taxable income projected by the Group.

Our opinion is not modified in the respect of above matter.

### OTHER MATTERS

- (a) We have not audited the financial statements/ financial information of two Indian subsidiaries, whose financial statements reflect total assets of ₹ 7432.50 lacs as at 31st March, 2015, total revenues of ₹ 58.26 lacs and net cash outflow amounting to ₹ 2.00 lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements/ financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.
- (b) We have relied on the unaudited consolidated financial statements of a foreign subsidiary and a foreign jointly controlled entity, whose consolidated financial statements reflects total assets of ₹ 10758.80 lacs as at 31st March 2015/31st December 2014, total revenue of ₹ 3786.71 lacs and net cash outflow amounting to ₹ 37.17 lacs for the year ended on that date. These unaudited consolidated financial statements have been prepared in accordance with the generally accepted accounting principles in India and other recognized accounting practice and policies (Indian GAAP) followed by the Holding Company and approved by the management. Our report in

so far as it relates to the amounts included in respect to above consolidated financial statements is based solely on such approved unaudited financial statements.

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

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding Company and subsidiary companies incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
  - b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

## Independent Auditors' Report on Consolidated Financial Statements (Contd.)

- d) In our opinion, except for the effect of the matters described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) The matters described in the "Basis for Qualified Opinion" and "Emphasis of Matter" paragraph above, in our opinion may not have an adverse effect on the functioning of the Group and jointly controlled entity.
- f) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and based on the reports of the other statutory auditors of its subsidiary companies incorporated in India, none of the other directors of the Group's Companies incorporated in India is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the reports of the other statutory auditors of its subsidiary companies incorporated in India:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - refer note no. 2.28 (A) & 2.28 (H)(i) to the consolidated financial statements.
  - ii. The holding company and its subsidiary companies incorporated in India did not have any material foreseeable losses on long-term contracts including derivative contracts;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies incorporated in India.

For **SINGHI & Co.**

*Chartered Accountants*

(Firm Registration No. 302049E)

**Aditya Singhi**

Partner

(Membership No. 305161)

Kolkata, the 18th day of May, 2015



## Independent Auditor's Report on Consolidated Financial Statements (Contd.)

The Annexure referred to in paragraph 1 with the heading "Report on other legal and regulatory requirement" of Our Report of even date to the members of Jay Shree Tea & Industries Limited on the accounts of Holding Company and its subsidiaries incorporated in India (herein after referred as "Companies incorporated in India") for the year ended 31st March, 2015.

1. (a) The Companies incorporated in India have maintained proper records to show full particulars including quantitative details and situation of the fixed assets.
- (b) The fixed assets were physically verified during the year by the management which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
2. (a) As explained to us and based on the reports of the other statutory auditors of its subsidiary companies incorporated in India, inventories were physically verified during the year by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us and based on the reports of the other statutory auditor of its subsidiary companies incorporated in India, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the Companies incorporated in India and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us and based on the reports of the other statutory auditors of its subsidiary companies incorporated in India, the Companies incorporated in India has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
3. The Companies incorporated in India has granted unsecured loans to companies, covered in the register maintained under section 189 of the Companies Act. According to the information and explanations given to us and the reports of the other statutory auditors of its subsidiary companies incorporated in India, the loans are payable on demand and interest thereon is being received regularly.
4. In our opinion and according to the information and explanations given to us and based on the reports of the other statutory auditor of its subsidiary companies incorporated in India, there is adequate internal control system commensurate with the size of the Companies incorporated in India and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. During the course of audit, no major weakness has been noticed in the internal control system.
5. In our opinion and according to the information and

explanations given to us and based on the reports of the other statutory auditor of its subsidiary companies incorporated in India, the Companies incorporated in India did not receive any deposits covered under sections 73 to 76 of the Companies Act and the rules framed there under with regard to deposits accepted from the public during the year.

6. We have broadly reviewed the books of account and records maintained by the Holding Company relating to plantation and the manufacture of Chemical & Sugar pursuant to the order made by the Central Government for the maintenance of cost records under Section 148 (1) of the Companies Act 2013 and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determining whether they are accurate or complete.
7. (a) According to the information and explanations given to us and on the basis of our examination of the books and account and based on the reports of the other statutory auditor of its subsidiaries company incorporated in India, the Companies incorporated in India has generally been regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues during the year with the appropriate authorities. According to the information and explanations given to us, no undisputed dues as above were outstanding as at 31st March 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the Holding Company examined by us and based on the reports of the other statutory auditor of its subsidiary companies incorporated in India, the dues of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess as at 31st March, 2015 which have not been deposited on account of dispute and the forum where the disputes are pending are as under:

## Independent Auditor's Report on Consolidated Financial Statements (Contd.)

Statute	Nature of dues	Forum where dispute is pending	Amount involved (in lacs)	Period to which relates
The Income Tax Act 1961	Income Tax	Commissioner of Income Tax (Appeals)	112.69	Assessment Year 2005-06 to 2009-10
The W.B. Value Added Tax Act 2003/ The Central Sales Tax Act 1956	Sales Tax/ VAT/ C.S.T	First Appellate Authorities / Revisional Board.	181.23	1996-97, 1997-98, 1999-00, 2001-02, 2005-06, 2006-07, 2007-08, 2008-09, 2009-10 2010-11 and 2011-12
		W.B. Taxation Tribunal	28.73	1996-97, 2003-04 and 2006-07
		Joint Commissioner	12.73	2005-06
The West Bengal Sales Tax Act, 1994	Sales Tax	Assistant Commissioner	0.43	1999-00
Central Excise Act, 1944	Excise Duty	CESTAT, Kolkata	50.05	2004-05
The West Bengal Tax on Entry of Goods into Local Areas Act, 2012	Entry Tax	Calcutta High Court	60.80	2013-14 and 2014-15

- (c) According to the information and explanations given to us and based on the reports of the other statutory auditor of its subsidiary companies incorporated in India, on the basis of our examination of the books and account, the Companies incorporated in India has transferred the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under to such fund within time.
- The consolidated financial statements does not have accumulated losses as at the end of the financial year and has incurred cash losses during the current financial year covered by our audit but not in the immediately preceding financial year.
  - According to the information and explanations given to us by the management and based on the reports of the other statutory auditor of its subsidiary companies incorporated in India, the Companies incorporated in India has not defaulted in repayment of dues to financial institutions and banks.
  - According to the information and explanations given to us, the holding Company has given corporate guarantee to banks amounting to ₹ 1875.15 lacs and pledged its own investment amounting to ₹ 3905.00 lacs for banking facilities taken by a wholly owned subsidiary Companies and a step-down subsidiary Company from the banks and the terms & conditions whereof are prima facie not prejudicial to the interest of the Group.
  - To the best of our knowledge and belief and according to the information and explanations given to us and based on the reports of the other statutory auditor of its subsidiary companies incorporated in India, term loans availed by the Companies incorporated in India were, prima facie, applied by the Group's Companies incorporated in India during the year for the purposes for which the loans were obtained.
  - To the best of our knowledge and belief and according to the information and explanations given to us and based on the reports of the other statutory auditor of its subsidiary companies incorporated in India, no fraud on or by the Companies incorporated in India has been noticed or reported during the year.

For **SINGHI & Co.**  
Chartered Accountants  
(Firm Registration No. 302049E)

**Aditya Singhi**  
Partner  
(Membership No. 305161)

Kolkata, the 18th day of May, 2015

**Consolidated Balance Sheet** as at 31st March, 2015

(₹ in Lacs)

	Note No.	As at 31st March, 2015		As at 31st March, 2014	
<b>EQUITY AND LIABILITIES</b>					
<b>SHAREHOLDERS' FUNDS</b>					
Share Capital	2.1	1443.87		1443.87	
Reserves and Surplus	2.2	41025.14	<b>42469.01</b>	44029.57	<b>45473.44</b>
<b>MINORITY INTEREST</b>			<b>1616.39</b>		<b>1685.22</b>
<b>NON-CURRENT LIABILITIES</b>					
Long-Term Borrowings	2.3	13716.91		16806.08	
Deferred Tax Liabilities (Net)	2.4	324.08		1076.69	
Other Long-Term Liabilities	2.5	166.42		121.79	
Long-Term Provisions	2.6	570.21	<b>14777.62</b>	524.43	<b>18528.99</b>
<b>CURRENT LIABILITIES</b>					
Short-Term Borrowings	2.7	29380.97		36224.59	
Trade Payables	2.8	17638.93		13361.41	
Other Current Liabilities	2.9	9778.47		6572.42	
Short-Term Provisions	2.6	2922.78	<b>59721.15</b>	2846.40	<b>59004.82</b>
<b>TOTAL</b>			<b>118584.17</b>		<b>124692.47</b>
<b>ASSETS</b>					
<b>NON-CURRENT ASSETS</b>					
Fixed Assets	2.10				
Tangible Assets		35323.42		36042.46	
Capital Work-In-Progress		1937.71	<b>37261.13</b>	1113.33	<b>37155.79</b>
Goodwill on Consolidation		2008.39		2228.43	
Non-Current Investments	2.11	26049.86		27866.91	
Long-Term Loans and Advances	2.12	2881.04		3173.87	
Other Non-Current Assets	2.13	5.49	<b>30944.78</b>	1526.74	<b>34795.95</b>
<b>CURRENT ASSETS</b>					
Current Investments	2.14	1970.51		1464.64	
Inventories	2.15	24898.66		24592.01	
Trade Receivables	2.16	8726.34		7678.66	
Cash and Bank Balances	2.17	9079.45		12357.61	
Short-Term Loans and Advances	2.12	2549.13		3220.67	
Other Current Assets	2.13	3154.17	<b>50378.26</b>	3427.14	<b>52740.73</b>
<b>TOTAL</b>			<b>118584.17</b>		<b>124692.47</b>
Significant Accounting Policies	1				

The Notes are an integral part of the Consolidated Financial Statements

As per our report of even date annexed

For and on behalf of the Board of Directors

For **SINGHI & CO.**

Chartered Accountants

(Firm Registration No. 302049E)

**Aditya Singhi**

Partner

(Membership No. 305161)

Kolkata, the 18th day of May, 2015

**R. K. Ganeriwala**  
(President, CFO & Secretary)**D. P. Maheshwari**  
(Managing Director)**B. K. Birla**  
(Chairman)

## Consolidated Statement of Profit & Loss for the year ended 31st March, 2015

(₹ in Lacs)

	Note No.	For the year ended 31st March, 2015	For the year ended 31st March, 2014
<b>INCOME</b>			
Revenue from Operations (Gross)	2.18	72995.84	75555.34
Less : Excise Duty		915.49	1052.90
<b>Revenue from Operations (Net)</b>		<b>72080.35</b>	<b>74502.44</b>
Other Income	2.19	2236.85	4775.79
<b>Total Revenue</b>		<b>74317.20</b>	<b>79278.23</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	2.20	25484.26	23239.44
Purchases of Traded Goods	2.21	5937.31	9278.06
(Increase)/ Decrease in Inventories of Finished Goods, Work-in-Progress and Traded Goods	2.22	(346.43)	1295.80
Employee Benefits Expense	2.23	19470.59	18033.26
Finance Costs	2.24	5058.61	5142.45
Other Expenses	2.25	19672.06	20205.03
		<b>75276.40</b>	<b>77194.04</b>
<b>Profit/(Loss) before Tax, Depreciation and Amortization</b>		<b>(959.20)</b>	<b>2084.19</b>
Depreciation and Amortization Expense	2.26	1595.67	1764.28
Less: Transferred from Revaluation Reserve		—	45.08
		1595.67	1719.20
<b>Profit /(Loss) before Tax</b>		<b>(2554.87)</b>	<b>364.99</b>
<b>Tax Expense</b>	2.27		
Current Tax		359.05	113.91
Deferred Tax		(609.94)	(229.13)
<b>Profit /(Loss) after Tax</b>		<b>(2303.98)</b>	<b>480.21</b>
Share of Minority Interest		(17.58)	(4.54)
<b>Profit /(Loss) attributable to Shareholders after Minority Interest</b>		<b>(2286.40)</b>	<b>484.75</b>
Basic & Diluted Earnings Per Share ₹ [nominal value ₹ 5/-] (Refer Note. 2.28.V)		(7.92)	1.68
Significant Accounting Policies	1		

The Notes are an integral part of the Consolidated Financial Statements

As per our report of even date annexed

For and on behalf of the Board of Directors

For **SINGHI & CO.**

Chartered Accountants

(Firm Registration No. 302049E)

**Aditya Singhi**

Partner

(Membership No. 305161)

Kolkata, the 18th day of May, 2015

**R. K. Ganeriwala**  
(President, CFO & Secretary)

**D. P. Maheshwari**  
(Managing Director)

**B. K. Birla**  
(Chairman)

**Consolidated Cash Flow Statement** for the year ended 31st March, 2015

(₹ in Lacs)

	2014-15	2013-14
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before tax and extraordinary items	(2554.87)	364.99
<b>Adjustments for :</b>		
Depreciation/Amortisation Expenses	1596.49	1720.47
Dividend income	(45.81)	(143.22)
Finance Costs	5058.61	5142.45
Interest Income	(903.14)	(642.84)
(Profit)/Loss on sale of Fixed Assets (net)	13.36	(2676.44)
Excess Liabilities & Unclaimed Balances written back	(34.06)	(143.21)
Excess / Short Provisions related to earlier year (net)	(147.29)	(69.72)
Loans, Advances, investment & claims written off (net)	547.27	126.07
Provisions for Doubtful debts & Advances	111.50	—
Investment written off	8.31	—
(Profit)/Loss on sale of Investment (net)	(595.48)	(562.94)
Foreign Currency Translation Reserve	322.86	(401.02)
Amortisation of Foreign Currency monetary translation difference	—	1491.90
Net Loss/(Gain) on foreign currency transactions and translations	(102.09)	(92.00)
<b>Operating profit before working capital changes</b>	<b>3275.66</b>	<b>4114.49</b>
<b>Adjustments for :</b>		
Trade Receivables and Loans & Advances	(1386.99)	313.75
Inventories	(306.65)	1404.75
Trade payables, Other liabilities & Provisions	5291.70	1085.71
<b>Cash generated from/(used in) operations</b>	<b>6873.72</b>	<b>6918.70</b>
Direct taxes (paid)/refund ^	(280.04)	(530.04)
Exchange difference realised (net )	95.23	(73.32)
<b>Net cash from/(used in) operating activities</b>	<b>6688.91</b>	<b>6315.34</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of/advance for Fixed Assets/Capital Work in Progress	(2557.56)	(4768.30)
Sale of Fixed Assets	106.99	2834.05
Receipt of capital subsidy	7.92	11.47
(Purchase)/sale of long term investments (net)	2525.35	(1393.64)
(Purchase)/sale of current investments (net)	422.00	857.39
Redemption/(Investment) in Bank Fixed Deposits	1503.23	(1931.91)
Loans and Advances to companies (net)	(110.98)	800.00
Interest received	854.80	700.53
Dividend Income	45.81	143.22
<b>Net cash from / (used in) investing activities</b>	<b>2797.56</b>	<b>(2747.19)</b>

**Consolidated Cash Flow Statement** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	2014-15	2013-14
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds of long term borrowings	3600.00	13200.00
Repayments of long term borrowings	(4141.19)	(12332.26)
(Repayments)/Proceeds from short term borrowings (net)	(6843.62)	5766.05
Dividend including dividend tax paid	(471.82)	(928.79)
Interest paid	(4813.10)	(4902.95)
<b>Net cash from/(used in) financing activities</b>	<b>(12669.73)</b>	<b>802.05</b>
<b>Net increase/(decrease) in cash and cash equivalent (A+B+C)</b>	<b>(3183.26)</b>	<b>4370.20</b>
Cash and cash equivalents as at 01.04.2014	11636.09	7220.55
Add : Exchange Variation on Cash & Cash Equivalents	2.28	45.34
Cash and cash equivalents as at 31.03.2015 \$	8455.11	11636.09
	<b>(3183.26)</b>	<b>4370.20</b>

^Although investing activities attract tax on income arising out of these activities, for the purpose of the Cash Flow entire tax refund and tax payment has been considered as part of operating activities only.

\$ Cash and cash equivalent consist of :-

**Cash & Cash Equivalents \***

	As at 31st March, 2015	As at 31st March, 2014
Cash, cheques, drafts in hand etc.	93.76	228.40
Balance and Fixed deposits with Banks	8361.35	11407.69
<b>Total</b>	<b>8455.11</b>	<b>11636.09</b>

The aforesaid statement is prepared on indirect method.

\* Does not include any amount of significant cash & cash equivalent which are not available for use.

The figures of the previous year have been reclassified to conform to current year classification.

As per our report of even date annexed

For **SINGHI & CO.**

Chartered Accountants

(Firm Registration No. 302049E)

**Aditya Singhi**

Partner

(Membership No. 305161)

Kolkata, the 18th day of May, 2015

For and on behalf of the Board of Directors

**R. K. Ganeriwala**  
(President, CFO & Secretary)

**D. P. Maheshwari**  
(Managing Director)

**B. K. Birla**  
(Chairman)

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2015

(₹ in Lacs)

### 1. STATEMENT OF ACCOUNTING POLICIES

#### I. Principles of Consolidation

The Consolidated Financial Statements (CFS) relate to Jay Shree Tea & Industries Limited (the Company), its subsidiaries and its interest in Joint Venture (the Group). The CFS has been prepared in accordance with Accounting Standard-21 on "Consolidated Financial Statements" (AS 21) and Accounting Standard-27 on "Financial Reporting of Interest in Joint Ventures" (AS 27) and is prepared on the following basis:

- (a) The financial statements of the Company and its Subsidiaries are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating inter-group balances and inter-group transactions including unrealized profits / losses in period end assets, such as inventories, fixed assets etc. The difference between the Company's cost of investments in the Subsidiaries, over portion of equity at the time of acquisition of shares is recognized in the CFS as Goodwill or Capital Reserve, as the case may be. Minority Interest's share in net profit/ loss of consolidated subsidiaries for the year is adjusted against the income of the Group in order to arrive at the net income attributable to equity shareholders of the Company. Minority Interest's share in net assets of consolidated subsidiaries is presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Company's shareholders. Minority Interest in the CFS is identified and recognized after taking into consideration:
  - i. The amount of equity attributable to minorities at the date on which investments in a subsidiary is made.
  - ii. The minorities' share of movement in equity since the date parent-subsidiary relationship came into existence.
  - iii. The losses attributable to the minorities are adjusted against the minority interest in the equity of the subsidiary.

- iv. The excess of loss over the minority interest in the equity is adjusted against reserve of the group.

- (b) In case of foreign subsidiaries, being non-integral foreign operations, revenue items are translated at the average rates prevailing during the period. Assets, liabilities and equity are translated at the closing rate. Any exchange difference arising on translation is recognized in the "Foreign Currency Translation Reserve".
- (c) Interest in Jointly Controlled Entities, where the company is a direct venturer, is accounted for using proportionate consolidation in accordance with AS 27. The difference between cost of the company's interest in jointly controlled entities over its share of net assets in the jointly controlled entities, at the date on which interest is acquired, is recognized in the CFS as Goodwill or Capital Reserve as the case may be.
- (d) The CFS is prepared by using uniform accounting policies for like transactions and other events in similar circumstances and necessary adjustments required for deviations, if any and to the extent possible, are made in the CFS and are presented in the same manner as the company's separate financial statements except otherwise stated.

#### II. Convention

The CFS has been prepared in accordance with applicable Accounting Standards in India and in accordance with the relevant provisions of the Companies Act, 2013. A summary of important accounting policies which have been applied consistently is set out below.

#### III. Use of Estimates

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

#### IV. Basis of Accounting

The CFS have been prepared in accordance with historical cost convention. All income and expenses, unless specifically stated otherwise, have been accounted for on accrual basis.

#### V. Recognition of Revenue & Expenses

- (a) All revenue and expenses are accounted for on accrual basis except as otherwise stated.
- (b) Sales are net of returns, Sales Tax/VAT and trade discount.

#### VI. Government Grants

- (a) Government Grants related to specific assets are adjusted with value of fixed assets.
- (b) Government Grants in the nature of Promoter's Contribution towards fixed assets are credited to Capital Reserve.

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

- (c) Government Grant related to revenue items are adjusted with the related expenditure/taken in income.

### VII. Fixed Assets & Depreciation / Amortization

- (a) Tangible Fixed Assets:
- Fixed assets are stated at cost less accumulated depreciation and accumulated impairment loss, if any.
  - Depreciation on tangible fixed assets other than land and tea plantation is provided on the "Straight Line Method" at the rates determined based on the useful lives of respective assets as prescribed in the Schedule II of the Companies Act, 2013.
  - In case of asset "Plucking/Pruning/Power Spraying Machines", depreciation has been provided on Straight Line Method at the rates determined considering the useful lives of 5 years which is based on internal assessment and the management believes that the useful lives as considered above best represent the period over which the respective assets shall be expected in use.
  - Items of machinery spares to be used in connection with an item of fixed asset are amortized over the useful life of the asset.
  - Leasehold Land (Others) is amortized over the period of lease.
- (b) Intangible Fixed Assets:  
Intangible Assets are stated at cost on initial recognition after which the same are stated at cost less accumulated amortization and accumulated impairment loss, if any.
- (c) Capital Work In progress:  
Capital Work-in-progress is stated at cost which includes expenses incurred during construction period, interest on amount borrowed for acquisition of qualifying assets and other expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production.
- (d) Intangible assets under development:  
Intangible assets under development is stated at cost which includes expenses incurred during development period and all other expenses incurred in connection with development of Intangible Assets in so far as such expenses relate to the period prior to the getting the assets ready for use.

### VIII. Impairment of Assets

Impairment of Assets are assessed at each Balance Sheet date for each cash generating unit if any indicators of impairment exists and the same is assessed and provided for in accordance with the Accounting Standard-28. A previously recognized impairment loss is periodically assessed.

### IX. Leases

For assets acquired under operating lease, rental payable are recognised as an expense in the statement of profit and loss. Assets acquired under finance lease are capitalized at lower of the fair value and the present value of minimum lease payment. Lease income from operating leases is recognised in the statement of profit and loss over the period of lease.

### X. Investments

- (a) Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. The portion of long term investments expected to be realized within twelve months after the reporting date are disclosed under current investments.
- (b) On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees & duties.
- (c) Long-Term Investments are stated at cost. Provision for diminution is made if the decline in value, in the opinion of the management, is other than temporary.
- (d) Current Investments, other than the portion of long term investments disclosed under current investments, are stated at lower of cost or fair value.

### XI. Inventories

Inventories are valued at cost or net realizable value whichever is lower. Cost is determined on weighted average/ FIFO basis. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to their location and condition and includes appropriate overheads. Provision is made for obsolete and slow moving stocks, wherever necessary.

Net realizable value is the estimated selling prices in the ordinary course of business less estimated cost necessary to make the sale. Materials and other items held for use in production of inventories are not written down below the cost if the finished products in which they will be incorporated are expected to be sold at or above cost.



## Notes to the Consolidated Financial Statements for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

### XII. Employment Benefits

#### (a) Short term Employees Benefits :

The undiscounted amount of short term employee benefit expected to be paid in exchange for the services rendered by employee is recognized during the period when the employee render the service. This benefit includes salary, wages, short term compensatory absences and bonus.

#### (b) Long Term Employee Benefits :

i. Defined Contribution Scheme: This benefit includes contribution to Superannuation Scheme, ESIC (Employees' State Insurance Corporation) and Provident Fund Schemes. The contribution is recognized during the period in which the employee renders service.

ii. Defined Benefit Scheme: For defined benefit scheme the cost of providing benefit is determined using the projected unit credit method with actuarial valuation being carried out at each balance sheet date. The retirement benefit obligation recognized in the Balance Sheet represents value of defined benefit obligation as reduced by the fair value of planned assets. Actuarial gains and losses are recognized in full during the period in which they occur.

iii. Other Long Term Benefits: Long term compensated absence is provided for on the basis of an actuarial valuation, using the Projected Unit Credit Method as at the date of Balance Sheet.

### XIII. Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost until the asset is ready for its intended use. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use. Other borrowing costs are recognized as an expense in the period in which they are incurred.

### XIV. Foreign Currency Transactions

Transactions in foreign currencies

are recorded at exchange rates prevailing on the date of the transaction. Monetary items denominated in foreign currency are restated at the exchange rate prevailing on the Balance Sheet date. Foreign currency non-monetary items carried in terms of historical cost are reported using the exchange rate at the date of the transactions. Exchange differences arising on settlement of transactions and/or restatements are dealt with in the statement of profit and loss.

Exchange difference arising on reporting /settlement of long term foreign currency monetary items (other than related to acquisition of depreciable Fixed Assets) at rates different from those at which they were initially recorded during the period or reported in previous CFS which were until now being recognized in the statement of Profit & Loss are now being accumulated in "Foreign Currency Monetary Translation Difference Account" and amortized in the statement of Profit & Loss over the remaining life of the long term foreign currency monetary items.

### XV. Derivative Transactions

The group uses derivative financial instruments such as forward exchange contracts, currency swap, etc. to hedge its risks associated with foreign currency fluctuations relating to the underlying transactions, highly probable forecast transactions and firm commitments. In respect of Forwards Exchange Contracts with underlying transactions, the premium or discount arising at the inception of such contract is amortized as expense or income over the life of contract.

Other Derivative contracts outstanding at the Balance Sheet date are marked to market and resulting loss, if any, is provided for in the CFS. Any profit or losses arising on cancellation of derivative instruments are recognized as income or expense for the period.

### XVI. Taxes on Income

Current tax is determined on the basis of the amount of tax payable for the year under Income Tax Act and Agriculture Income Tax of the respective countries. Deferred tax is calculated at the applicable tax rate and is recognized on timing differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period. Deferred tax assets subject to consideration of prudence, are recognized and carried forward only to the extent that there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Tax Credit for Minimum Alternate Tax (MAT) is recognized when there is a convincing evidence of its realisability against future tax liability.

### XVII. Provisions, Contingent Liabilities & Contingent Assets

Provisions are recognized in respect of present obligations arising out of past events where there are reliable estimates of the probable outflow of resources. Contingent liabilities are the possible obligation of the past events, the existence of which will be confirmed only by the occurrence or non-occurrence of a future event. These are not provided for but are disclosed by way of Notes on Accounts. Contingent Assets are not provided for or disclosed.

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	As at 31st March 2015	As at 31st March 2014
<b>2.1 SHARE CAPITAL</b>		
<b>Authorized :</b>		
58000000 Shares of ₹ 5/- each	2900.00	2900.00
<b>Issued</b>		
28902786 Equity Shares of ₹ 5/- each (Previous year 28902786 Equity Shares of ₹ 5/- each)	1445.14	1445.14
<b>Subscribed and Paid up</b>		
28877488 Equity Shares of ₹ 5/- each (Previous year 28877488 Equity Shares of ₹ 5/- each )	1443.87	1443.87

- a) Reconciliation of Shares outstanding at the beginning and at the end of year :

	No. of Shares	No. of Shares
Shares outstanding at the beginning of the year	28877488	28877488
Shares issued during the year	—	—
Shares outstanding at the end of the year	28877488	28877488

- b) The Company has only one class of issued shares i.e., Equity Shares having par value of ₹ 5/- 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) The Company does not have any Holding Company/ultimate Holding Company.
- d) Details of shareholders holding more than 5% shares in the Company :

	As at 31st March 2015		As at 31st March 2014	
	No. of Shares	%	No. of Shares	%
Ordinary Equity Shares of ₹ 5/- each fully paid				
JPM Merchandise Agencies Limited	6114108	21.17	6114108	21.17
Jay Shree Beneficiary Trust	6528810	22.61	6528810	22.61

- 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) 6528810 (Previous year 7518810) Equity shares of ₹ 5/- each fully paid up have been issued pursuant to Scheme of Amalgamation and Arrangement for consideration other than cash in preceeding five years.
- h) No securities convertible into Equity/Preference shares issued by the Company during the year.
- i) No calls are unpaid by any director or officer of the Company during the year.

**Notes to the Consolidated Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	As at 31st March 2015	As at 31st March 2014
<b>2.2 RESERVES AND SURPLUS</b>		
<b>Capital Reserve</b>		
(Not Available for Dividend)		
As per the last Consolidated Financial Statements	10865.28	10865.28
<b>Capital Redemption Reserve</b>		
As per the last Consolidated Financial Statements	165.21	165.21
<b>Capital Reserve arising on accounting of investment in associate</b>		
As per last Consolidated Financial Statements	78.11	78.11
<b>Storage Reserve for Molasses</b>		
As per the last Consolidated Financial Statements	188.10	188.10
<b>Investment Reserve</b>		
As per last Consolidated Financial Statements	1895.22	1895.22
<b>Revaluation Reserve</b>		
As per last Consolidated Financial Statements	148.37	172.97
Add : Foreign Currency Translation Reserve	(14.93)	20.48
Less : Adjustment of depreciation on revalued assets	-	45.08
	133.44	148.37
<b>Foreign Currency Translation Reserve</b>		
As per last Consolidated Financial Statements	69.61	(15.49)
Add : Movement during the year	(150.93)	730.44
	(81.32)	714.95
<b>Debenture Redemption Reserve</b>		
As per last Consolidated Financial Statements	-	-
Add: Addition during the year	125.00	-
	125.00	-
<b>General Reserve</b>		
As per the last Consolidated Financial Statements	20516.72	20466.72
Add : Transferred from Surplus	-	50.00
Less : Adjustment due to transitional provision of Schedule II of the Companies Act 2013 (Net of Deferred Tax of ₹ 142.53 Lacs)(Refer Note No. 2.28.I)	(311.44)	-
	20205.28	20516.72
<b>Foreign Currency Monetary Items Translation Difference Account</b>		
As per the last Consolidated Financial Statements	-	(511.40)
Add : during the year	-	(980.50)
Less : Amortised during the year	-	1491.90
	-	-
<b>Surplus</b>		
As per the last Consolidated Financial Statements	10102.95	9500.09
Add : Profit/(Loss) for the year	(2286.40)	484.75
	7816.55	9984.84

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	As at 31st March 2015	As at 31st March 2014
<b>2.2 RESERVES AND SURPLUS (Contd.)</b>		
Less : Appropriations		
Proposed Dividend ( @ ₹ 1/- Per Equity Share) & (@ ₹ 5/- Per Preference Share)(refer Note No.2.28.H.ii)	222.08	447.67
Corporate Dividend Tax	18.65	29.56
Debenture Redemption Reserve	125.00	-
General Reserve	-	50.00
<b>Net Surplus</b>	<b>7450.82</b>	<b>9457.61</b>
<b>Total Reserve and Surplus</b>	<b>41025.14</b>	<b>44029.57</b>

	Non-current portion		Current Maturities	
	As at 31st March 2015	As at 31st March 2014	As at 31st March 2015	As at 31st March 2014
<b>2.3 LONG TERM BORROWINGS</b>				
<b>Secured</b>				
Term Loan from Banks	8666.66	9333.34	3166.68	1416.66
Term Loan from a NBFC	1800.00	3000.00	1200.00	-
Foreign Currency Loan from Banks	-	365.01	391.87	78.35
External Commercial Borrowings from Bank	1032.18	1720.31	688.13	688.13
Sugar Development Fund Loan	430.27	430.27	-	-
Sugar Term Loan	1100.00	-	-	-
<b>Total Secured Borrowings</b>	<b>13029.11</b>	<b>14848.93</b>	<b>5446.68</b>	<b>2183.14</b>
<b>Unsecured</b>				
Foreign Currency Loan from Banks	-	-	-	1917.44
Working Capital Loan From Bank	-	1200.00	1200.00	-
From Related Party – Joint Venture Partner	687.80	757.15	-	-
From Government of West Bengal under Plantation Labour Housing Scheme	-	-	-	0.02
From Government of Assam under plantation labour housing scheme	-	-	-	0.10
<b>Total Unsecured Borrowings</b>	<b>687.80</b>	<b>1957.15</b>	<b>1200.00</b>	<b>1917.56</b>
Amount disclosed under the head "Other Current Liabilities" (Note 2.9)			(6646.68)	(4100.70)
	<b>13716.91</b>	<b>16806.08</b>	<b>-</b>	<b>-</b>

### Security :

- Term Loan from Banks and External Commercial Borrowings are secured/to be secured by equitable mortgage by deposit of title deeds of tea estates alongwith all immovable properties thereon ranking pari-passu, interse with working capital lenders for tea division.
- Term Loan from NBFC is secured by pledge of certain non-current investments.
- Foreign Currency Loan from Bank is secured against fixed assets of Gisakura Tea Factory.
- Sugar Development Fund Loan is secured/to be secured by way of equitable mortgage of immovable/movable properties of Jay Shree Sugar division ranking pari-passu.
- Sugar Term Loan from a bank is secured by first charge of hypothecation of stocks, book debts/receivable and other current assets of sugar division ranking pari-passu with other working capital consortium bank.

**Notes to the Consolidated Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

## vi) Maturity Profile and Repayment Schedule

**Secured**

Nature of Loans	Loan Amount	Repayment Term	Repayment Years				
			2015-16	2016-17	2017-18	2018-19	2019-22
Rupee Term Loan	333.34	Remaining one yearly installment	333.34	–	–	–	–
Rupee Term Loan	3000.00	Payable in three equal yearly installments	1000.00	1000.00	1000.00	–	–
Rupee Term Loan (NBFC)	3000.00	Payable in six half yearly installments	1200.00	900.00	900.00	–	–
Rupee Term Loan	2000.00	Payable in three equal yearly installments	666.67	666.67	666.66	–	–
Rupee Term Loan	2000.00	Payable in four equal yearly installments	500.00	500.00	500.00	500.00	–
Rupee Term Loan	2000.00	Payable in six equal half yearly installments	666.67	666.67	666.66	–	–
Foreign Currency Term Loan	391.87	Payable in five yearly installments	391.87	–	–	–	–
Sugar Development Fund	430.27	Payable in ten half yearly installments	–	–	86.05	86.05	258.17
External Commercial Borrowings	1720.31	Payable in five equal half yearly installments	688.13	688.13	344.05	–	–
Sugar Term Loan	1100.00	Payable in eleven equal quarterly installments	–	300.00	400.00	400.00	–
Rupee Term Loan	2500.00	Payable in six equal half yearly installments	–	416.67	833.33	833.33	416.67
	<b>18475.79</b>		<b>5446.68</b>	<b>5138.14</b>	<b>5396.75</b>	<b>1819.38</b>	<b>674.84</b>
<b>Unsecured</b>							
Working Capital Loan	1200.00	Payable in one installment	1200.00	–	–	–	–
Joint Venture Partner	687.80	Repayable on demand	–	687.80	–	–	–
	<b>1887.80</b>		<b>1200.00</b>	<b>687.80</b>	<b>–</b>	<b>–</b>	<b>–</b>

**Note :** The rate of interest on the above term loans are in the range of 7% p.a. to 11% p.a.

		As at 31st March 2015		As at 31st March 2014	
<b>2.4</b>	<b>DEFERRED TAX LIABILITIES (NET)</b>				
Deferred Tax Liabilities Arising on account of :					
Accumulated Depreciation		2610.21		2040.39	
Others		–	<b>2610.21</b>	0.89	<b>2041.28</b>
Less : Deferred Tax Liabilities arising on account of :					
Section 43B of Income-tax Act		1335.30		534.05	
Unabsorbed Depreciation		866.97		415.00	
Others		83.86	<b>2286.13</b>	15.54	<b>964.59</b>
			<b>324.08</b>		<b>1076.69</b>

Deferred Tax asset on unabsorbed depreciation, has been further recognised and carried forward based on the certainty of reversal of the same based on the projected availability of the future taxable income.

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	As at 31st March 2015	As at 31st March 2014
<b>2.5 OTHER LONG TERM LIABILITIES</b>		
Trade and Security Deposits	88.94	74.42
Interest accrued but not due	77.48	47.37
	<b>166.42</b>	<b>121.79</b>

	Long Term		Short Term	
	As at 31st March 2015	As at 31st March 2014	As at 31st March 2015	As at 31st March 2014
<b>2.6 PROVISIONS</b>				
<b>Provision for Employee Benefits</b>				
Leave	534.05	505.56	166.65	106.85
Gratuity	–	–	680.02	554.33
Bonus	–	–	1691.78	1568.02
<b>Other Provisions</b>				
Provisions for Contingencies	–	–	143.60	152.80
Provisions for Taxation (Net of advance)	36.16	18.87	–	–
Proposed Dividend	–	–	222.08	434.84
Corporate Dividend Tax	–	–	18.65	29.56
	<b>570.21</b>	<b>524.43</b>	<b>2922.78</b>	<b>2846.40</b>

	As at 31st March 2015	As at 31st March 2014
<b>2.7 SHORT TERM BORROWINGS</b>		
<b>Working Capital Borrowings</b>		
<b>From Banks</b>		
Working Capital Loan (Secured)	8780.97	5524.59
Working Capital Loan (Unsecured)	450.00	5500.00
Packing Credit Loan (Secured)	–	700.00
Packing Credit Loan (Unsecured)	–	1500.00
Short Term Rupee Loans (Secured)	1500.00	3500.00
Short Term Rupee Loans (Unsecured)	15750.00	18500.00
Commercial Papers (Unsecured)	900.00	1000.00
Foreign Currency (Unsecured)	2000.00	–
	<b>29380.97</b>	<b>36224.59</b>

**Notes to the Consolidated Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	As at 31st March 2015	As at 31st March 2014
<b>2.7 SHORT TERM BORROWINGS (Contd.)</b>		
<b>The above amount includes</b>		
Secured Borrowings	10280.97	9724.59
Unsecured Borrowings	19100.00	26500.00
	<b>29380.97</b>	<b>36224.59</b>

**Security :**

- Secured working capital loan and other secured loans are secured by first charge by way of hypothecation over entire current assets of the Company ranking pari-passu with other consortium banks as primary security & second charge by way of hypothecation of entire movable plant & machinery of the Company ranking pari-passu with other consortium banks as collateral.
- Secured working capital loan to the tune of ₹ 5092.74 in the books of a subsidiary and a step down subsidiary company are secured by pledge of investment of ₹ 3905.00 and a corporate guarantee of USD 3 million from the Holding Company.
- The secured loans for tea division are also secured by equitable mortgage over the immovable properties of Company's 21 Tea Estates ranking pari-passu with term lenders for tea division.

	As at 31st March 2015	As at 31st March 2014
<b>2.8 TRADE PAYABLES</b>		
For Goods and Services	17638.93	13361.41
	<b>17638.93</b>	<b>13361.41</b>

<b>2.9 OTHER CURRENT LIABILITIES</b>		
Current maturities of Long Term Debt (Refer Note No. 2.3)	6646.68	4100.70
Interest accrued but not due on Borrowings	578.62	384.71
Interest accrued and due on Borrowings	12.88	1.05
For Salary & Wages	847.29	488.23
Unpaid and unclaimed dividends	81.02	78.02
Statutory Dues	1035.30	858.32
Amount payable for Capital Goods	169.79	219.09
Trade and Security Deposits	8.15	13.86
Advances Received from Customers	213.44	231.15
Others #	185.30	197.29
	<b>9778.47</b>	<b>6572.42</b>

# Includes liability towards hedging premium and other miscellaneous liabilities.

Particulars		GROSS BLOCK				DEPRECIATION/AMORTIZATION				NET BLOCK	
		Value as on 31/03/2014	Additions/ Adjustment	Sales/ Adjustment	Total value as on 31/03/2015	Upto 31/03/2014	For the year	Sales/ adjustment	Upto 31/03/2015	As at 31/03/2015	As at 31/03/2014
2.10	FIXEX ASSETS										
Land		7644.57 (1)	39.50 (2)	125.26	7558.81	-	-	-	-	7558.81	7644.57
Leasehold Land & Plantation		7163.02	(19.36)	(125.26)	7268.92	2.32	-	-	2.32	7266.60	7160.70
Leasehold Land Others		122.54	-	-	122.54	27.23	8.11	-	35.34	87.20	95.31
Building & Flats (including those on Leasehold & Rented Land), Electric Installation, Water Line, Tubewell, Fencing, Road, Bridge, etc.		9308.47	416.79	645.96	9079.30	2955.90	353.47	450.61	2858.76	6220.54	6352.57
Plant & Machinery, X-ray units, Electric Installation, Air Conditioning Units, Refrigerators, Road Rollers, Gas Pipe Lines, Roadways, etc.		22801.57	309.01(3)	901.42	22209.16	9311.68	1,075.94	488.28	9899.34	12309.82	13489.89
Motor Lorries, Cars, Trailors, Tractors, Trolleys, Cycles, Vans, Loaders, etc.		2429.14	652.04	82.62	2998.56	1642.91	(47.62)	63.26	1532.03	1466.53	786.23
Furniture & Fixtures, Tools & Implements, etc.		772.75	14.07	2.03	784.79	380.99	58.10	(14.94)	454.03	330.76	391.76
Live Stock		0.19	-	-	0.19	-	-	-	-	0.19	0.19
Office Equipment		226.70	33.38	4.37	255.71	105.46	56.17	(11.11)	172.74	82.97	121.24
Total		50468.95	1445.43	1636.40	50277.98	14426.49	1504.17	976.10	14954.56	35323.42	36042.46
Capital Work in Progress										1937.71	1113.33
		50468.95	1445.43	1636.40	50277.98	14426.49	1504.17	976.10	14954.56	37261.13	37155.79
Corresponding figures for previous year		46262.10	4627.97	421.12	50468.95	12917.21	1,772.50	263.22	14426.49	36042.46	
Capital Work in Progress										1113.33	
										37155.79	



**Notes to the Consolidated Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

**Notes To Fixed Assets (Contd.)**

- 1) a) Land of Tribeni, West Bengal - Appeal for the final determination of compensation was decided in favour of the Group by the District Court of Hooghly and final compensation determined at ₹ 8.33 (Including interest ₹ 0.50) against which a sum of ₹ 2.05 was received in a previous year and credited to fixed assets. ₹ 6.28 including ₹ 1.50 released during the year 1967 against hypothecation of Khardah Land by the District Court has been shown in Current Liabilities. The Hon'ble High Court at Calcutta has decided the appeal against the Group in a previous year by reducing the amount of compensation for which an appeal before the Hon'ble Supreme Court of India was filed. Hon'ble Supreme Court has upheld the decision of the Hon'ble High Court and accordingly the adjustments will be carried out when the amount to be refunded is ascertained.
- b) Land at Guwahati measuring 2 hectares and related building including furniture & fixture and related equipment has been given on registered lease to a Society for operating a School.
- 2) Includes estimated cost of New Extension of area under tea ₹ 31.53 (Previous Year ₹ 46.16) capitalized during the year as certified.
- 3) Excluding ₹ 7.23 (Previous Year ₹ 11.47) on account of subsidy received from Tea Board under Tea Quality Upgradation & Product Diversification Scheme.
- 4) Land, Buildings and Plant & Machinery include ₹ 1.18, ₹ 6.43 and ₹ 0.81 respectively (Previous Year ₹ 1.18, ₹ 6.43, and ₹ 0.81 respectively) being 5.18% share of cost of Land, Buildings and Plant & Machinery held on co-ownership by the Group with other parties.
- 5) Land & Plantation include ₹ 29.28 (Previous Year ₹ 29.28) and Building includes ₹ 1.55 (Previous Year ₹ 1.55) (being cost of floor of a leasehold building) in the name of the nominees of the Group on co-ownership basis, pending execution of conveyance deed.
- 6) Land & Plantation includes 2.431 Hectare of land at tea estates for which possession handed over for construction of schools and 6 hectares for which execution of conveyance deed in favour of the Group is pending.
- 7) The Jayshree Sugar division of the Group is holding 1070.57 acre of land which is in dispute under Bihar Land Reforms (Fixation of Ceiling Area and Acquisition of Surplus Land) Act, 1961 & Rules, 1963. Vide order dated 29.12.2012, the Additional Collector, Bettiah had declared 970.57 acre of land as surplus and ordered for surrender of such land. The Group has filed an appeal against the order of the Collector and the matter is subjudice. Further compensation of 146.92 acres of land which was surrendered under the above Act in earlier years is yet to be determined and shall be accounted for in the year of receipt.
- 8) Depreciation during the year includes ₹ 0.82 (Previous year ₹ 1.27) towards assets of farm.
- 9) Plant & Machinery and Vehicles of a sub-subsidiary were revalued in 2009 which resulted in an increase of ₹ 462.42.
- 10) Addition to Fixed Assets and Depreciation/Amortisation during the year includes ₹ (196.72) (Previous Year ₹ 269.79) and ₹ (67.59) (Previous Year ₹ 34.37) respectively on account of Foreign Currency Translation Reserve.
- 11) Borrowing cost capitalized in accordance with Accounting Standard-16 is ₹ Nil (Previous Year ₹ Nil).
- 12) The ownership of land of a tea estate measuring 72.39 acre has been disputed by a section of local people against which stay order has been obtained from Hon'ble High Court at Kolkata. The matter is subjudice and is pending before the Land Reforms & Tenancy Tribunal.
- 13) a) Depreciation for the year is after reducing ₹ 411.11 (Previous Year - ₹ Nil) on account of change in accounting policy of depreciation (Refer Note No.2.28.J).
- b) Sales/adjustment column under gross block and accumulated depreciation has been adjusted by ₹ 913.58 (Previous Year - ₹ Nil) on account of remaining revaluation reserve to bring back the value of assets of the Company to its historical cost.
- c) Sales/adjustment column under accumulated depreciation include ₹ 453.97 (Previous Year - ₹ Nil) on account of transitional provision of schedule II as on 1st April 2014 (Refer Note No. 2.28.I).

**Notes to the Consolidated Financial Statements** for the year ended 31st March, 2015 (Contd.)  
(₹ in Lacs)

2.11		Non Current Investments		
As at 31.03.2015	As at 31.03.2014		As at 31.03.2015	As at 31.03.2014
Number of Shares/ Securities/ Bonds/Units		TRADE INVESTMENT - LONG TERM (Valued at cost unless otherwise stated)		
		FULLY PAID SHARES / SECURITIES / BONDS / UNITS (Face Value of ₹ 10/- each unless otherwise stated)		
		INVESTMENT IN EQUITY INSTRUMENTS		
		IN JOINT STOCK COMPANIES - UNQUOTED		
		Beneficial interest in shares held by JSTI Beneficiary Trust (Face value ₹ 5/- each)	332.29	332.29
		Beneficial interest in shares held by Jay Shree Beneficiary Trust (Face value ₹ 5/- each)	9637.40	9637.40
		OTHER INVESTMENT - LONG TERM (Valued at cost unless otherwise stated)		
		INVESTMENT PROPERTY (At cost less accumulated depreciation)		
		Cost of Land & Building	1721.41	1721.41
		Less: Accumulated Depreciation / Amortisation	237.47	212.75
		Net Block	1483.94	1508.66
		FULLY PAID SHARES / SECURITIES / BONDS / UNITS (Face Value of ₹ 10/- each unless otherwise stated)		
		INVESTMENT PROPERTY - UNQUOTED		
25	25	Embassy centre Premises Co. Op. Society Ltd. (Face value ₹ 50/- each)	0.01	0.01
55	55	The Bayside Co. Op. Housing Society Ltd. (Face value ₹ 50/- each)	0.03	0.03
460	460	Paramount Owners Syndicate Pvt. Ltd.	0.05	0.05
		EQUITY SHARES IN ASSOCIATE COMPANIES - UNQUOTED		
2500	2500	Birla International Ltd. (Face value 100 CHF each)	52.25	52.25
20	20	Essel Mining & Industries Ltd.	8.35	8.35
68560	68560	Padmavati Investment Ltd.	247.02	247.02
205680	205680	JPM Merchandise Agencies Limited (Allotted on demerger of Padmavati Investment Ltd.)	9.61	9.61
25000	25000	Kesoram Insurance Broking Services Ltd.	0.50	0.50
4600	4600	Vasavadatta Services Ltd.	0.46	0.46
		EQUITY SHARES IN ASSOCIATE COMPANIES - QUOTED		
2709997	2709997	ECE Industries Ltd.	3818.43	3818.43
		EQUITY SHARES (OTHERS) - UNQUOTED		
10	10	The Coimbatore & Nilgiris Dist. Small Scale Service Ind. Co-Op. Society Ltd. (Face Value ₹ 100/-)	0.01	0.01
1	1	The Tamilnadu Tea Manufacturers' Service Industrial Co-Op. Society Ltd. (Face Value ₹ 5000/-)	0.05	0.05

**Notes to the Consolidated Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

2.11 Non Current Investments (Contd.)			
As at 31.03.2015	As at 31.03.2014		
As at 31.03.2015	As at 31.03.2014		
		<b>EQUITY SHARES IN COMPANIES - QUOTED</b>	
75	75	McLeod Russel India Ltd.	0.02
1182213	1182213	Kesoram Industries Limited	2299.65
100000	100000	Century Enka Ltd.	275.20
569089	569089	Kesoram Textile Mills Ltd.	1.42
6700	6700	Pilani Investment Corp. Ltd.	52.26
86200	86200	HGI Industries Ltd.	17.93
85759	85759	International Paper APPM Limited	144.69
-	101500	Maharaja Shree Umaid Mills Limited	-
101500	101500	Kiran Vyapar Limited	79.17
		<b>INVESTMENT IN GOVERNMENT &amp; TRUST SECURITIES - UNQUOTED ( Face Value of ₹ 1000/- each)</b>	
3	3	National Savings Certificates	0.03
		<b>INVESTMENT IN SECURED DEBENTURES - UNQUOTED</b>	
-	0.75	20.4% TDI Realcon Private Limited ( Formerly Navijoti Overseas Private Ltd.) (Face Value ₹ 100/- lac)	-
-	2	17% Almond Infrabuild Private Limited (Face Value ₹ 50/- lac each)	-
		<b>INVESTMENT IN BONDS - QUOTED (Face value of ₹ 1000/- each , unless otherwise stated)</b>	
-	50000	20 years, 8.76% Tax Free Bonds of HUDCO Ltd. Tranche - II Series 3 A	-
-	15832	20 years, 8.66% Tax Free Bonds of NTPC Ltd. Series 3 A	-
-	50000	15 years, 8.48% Tax Free Bonds of IIFCL Ltd. Series 2 A	-
-	75000	15 years, 8.54% Tax Free Bonds of PFC Ltd. Series 2	-
-	50000	15 years, 8.63% Tax Free Bonds of REC Ltd. Tranche II Series II	-
-	50000	15 years, 8.63% Tax Free Bonds of IRFC Ltd. Tranche II Series IIA	-
-	3610	15 years, 8.63% Tax Free Bonds of NHB Ltd. Series 2-A (Face value ₹ 5000/- each)	-
		<b>INVESTMENTS IN MUTUAL FUNDS - UNQUOTED</b>	
-	1957514.114	Reliance Regular Savings Fund -Equity Fund	-
-	1500915.558	HDFC Prudence Fund	-
2738458.484	1187064.879	Edelweiss Absolute Return Fund- Direct Plan Dividend option-Payout**	400.00
2673332.175	2673332.175	UTI Short Term Income Fund- Growth**	400.00
2306081.421	2069339.610	Birla Sunlife Short Term Opportunities Fund-Growth*	500.00
18159.082	16500.227	Templeton India Short Term Income Plan Fund- Growth*	500.00
2000000.000	2000000.000	Reliance Fixed Horizon Fund - XXIV-Series2-1110 Days-Growth *	200.00
-	2000000.000	ICICI Prudential FMP Series 68-745 Days - Plan J - Growth*	-

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

<b>2.11 Non Current Investments (Contd.)</b>				
<b>As at 31.03.2015</b>	<b>As at 31.03.2014</b>		<b>As at 31.03.2015</b>	<b>As at 31.03.2014</b>
6000000.000	6000000.000	ICICI Prudential FMP Series 72-823 Days - Plan H - Growth*	600.00	600.00
2000000.000	2000000.000	Birla Sun Life Fixed Term Plan- Corporate Bond Series A(1170 Days)**	200.00	200.00
-	4000000.000	HDFC FMP 447 Days Feb 2014(1) Series 29-Direct-Growth**	-	400.00
4000000.000	4000000.000	Reliance Fixed Horizon Fund - XXV-Series23- 827 Days-Growth **	400.00	400.00
4500000.000	4500000.000	DWS Fixed Maturity Plan-Series 58- 2 Yrs Growth*	450.00	450.00
-	2500000.000	Kotak FMP Series 154-390 Days Growth **	-	250.00
3000000.000	-	HDFC FMP 1184D-Series 33-Regular-Growth**	300.00	-
5000000.000	-	JP Morgan India Corporate Debt Opportunities Fund- Regular- Growth**	500.00	-
2000000.000	-	ICICI Prudential FMP Series 75 - 1246 Days Plan U - Regular *	200.00	-
1696496.734	-	Reliance Regular Savings Fund - Debt- Growth*	300.00	-
3784346.103	-	Edelweiss Short Term Income Fund-Direct Plan Growth Option**	600.00	-
2149797.919	-	Franklin India Corporate Bond Opportunities Fund*	300.00	-
858217.013	-	Reliance Gilt Securities Fund-Growth plan-Growth Option(GL-RG)*	155.00	-
819059.850	-	UTI-GILT Advantage Fund -LTP-Growth*	250.00	-
878175.923	-	HDFC Gilt Fund Long Term-Growth*	250.00	-
664671.874	-	Franklin India Monthly Income Plan-Plan A-Growth**	285.00	-
		<b>INVESTMENTS IN REAL ESTATE YIELD FUNDS - UNQUOTED</b>		
		Peninsula Brookfield India Real Estate Fund	100.23	99.59
		IDFC Real Estate Yield Fund	97.47	20.05
		<b>INVESTMENTS IN PORTFOLIO MANAGEMENT SERVICES - UNQUOTED</b>		
		Reliance Capital Asset Management Company Ltd.	-	8.31
		Reliance Capital Asset Management Company Ltd. (Yield Maximiser Fund)	375.69	658.47
		India Business Excellence Trust	225.70	229.93
		<b>TOTAL NON CURRENT INVESTMENT</b>	<b>26049.86</b>	<b>27866.91</b>
		Aggregate Book Value of Non Current Quoted Investments	6688.77	9842.22
		Aggregate Book Value of Non Current Unquoted Investments	19361.09	18024.69
		<b>TOTAL</b>	<b>26049.86</b>	<b>27866.91</b>
		Aggregate Market Value of Non Current Quoted Investments	5372.95	7145.93

\* Pledged as security for issuing SBLC used for availing credit facilities for a subsidiary and a step down subsidiary company.

\*\* Pledged as security to secure a Non Current Rupee Term Loan.

Portion of long term investments, as defined by Accounting Standard-13 "Accounting for Investments", which are expected to be realised within twelve months from the Balance Sheet date are disclosed as "Current portion of long term investment".

**Notes to the Consolidated Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	Long Term		Short Term	
	As at 31st March 2015	As at 31st March 2014	As at 31st March 2015	As at 31st March 2014
<b>2.12 LOANS &amp; ADVANCES</b> (Unsecured, Considered good unless otherwise mention)				
<b>Capital Advances</b>	421.04	387.23	–	–
<b>Security Deposits #</b>	441.26	436.21	18.61	93.18
# Includes paid against Green leaf purchase ₹ 54.25 (P.Y ₹ 54.25)				
<b>Loan &amp; Advances to Related Parties</b>				
To a Joint Venture Partner	681.86	733.89	5.54	2.86
	<b>681.86</b>	<b>733.89</b>	<b>5.54</b>	<b>2.86</b>
<b>Other Loans and Advances</b>				
Loans & Deposit to Companies	–	–	860.17	1249.19
Deposit with NABARD	–	–	0.04	0.04
Advance Tax and TDS (Net of provisions)	881.63	943.35	–	–
MAT credit Entitlement (refer note no. 2.28.H. iii)	249.36	418.43	–	–
Advance against supply of Goods and Services	–	–	832.46	901.97
Prepaid Expenses	24.58	60.32	303.83	228.36
Insurance , excise and other claims	–	–	61.14	42.23
Loan / Advance to Employees	147.12	166.45	157.82	144.04
Balances with Government & Statutory Authorities	–	–	222.98	449.40
<b>Other Deposits and Advances</b>				
Considered Good	34.19	27.99	86.54	109.40
Considered Doubtful	–	–	3.73	3.73
Less : Provision	–	–	(3.73)	(3.73)
	<b>1336.88</b>	<b>1616.54</b>	<b>2524.98</b>	<b>3124.63</b>
	<b>2881.04</b>	<b>3173.87</b>	<b>2549.13</b>	<b>3220.67</b>

**Notes to the Consolidated Financial Statements** for the year ended 31st March, 2015 (Contd.)  
(₹ in Lacs)

	Non-Current		Current	
	As at 31st March 2015	As at 31st March 2014	As at 31st March 2015	As at 31st March 2014
<b>2.13 OTHER ASSETS</b>				
Bank Fixed Deposit (Including ₹ 0.15, P.Y. ₹ 0.15 pledged as margin money)	5.49	1408.55	–	–
Interest accrued on Deposits	–	–	184.74	98.42
Interest accrued on Investments	–	–	28.72	97.88
Interest accrued on loans / Inter corporate Deposits	–	–	58.60	27.42
Incentive and Subsidy Receivable	–	–	2525.14	1911.31
Rent Receivable	–	–	11.61	11.47
Interest Receivable	–	–	71.44	–
Asset held for Disposal	–	–	85.99	–
Others	–	118.19	187.93	1,280.64
	<b>5.49</b>	<b>1526.74</b>	<b>3154.17</b>	<b>3427.14</b>

2.14 Current Investments			As at 31.03.2015	As at 31.03.2014
As at 31.03.2015	As at 31.03.2014			
Number of Shares/ Securities/ Bonds/Units		"CURRENT INVESTMENTS - OTHER THAN TRADE" (Valued at cost unless otherwise stated)		
		FULLY PAID SHARES / SECURITIES / BONDS / UNITS (Face Value of ₹ 10/- each unless otherwise stated)		
		CURRENT PORTION OF LONG TERM INVESTMENTS AS PER ACCOUNTING STANDARD (AS)-13		
		INVESTMENT IN SECURED NON CONVERTIBLE DEBENTURES - UNQUOTED		
0.87	0.25	20.4% TDI Realcon Private Limited ( Formerly Navijoti Overseas Private Ltd.) (Face Value ₹ 100/- lac)	87.35	25.00
		INVESTMENT IN MUTUAL FUND - UNQUOTED		
2000000.000	–	ICICI Prudential FMP Series 68-745 Days - Plan J - Growth*	200.00	–
4000000.000	–	HDFC FMP 447 Days Feb 2014(1) Series 29-Direct-Growth**	400.00	–
2500000.000	–	Kotak FMP Series 154-390 Days Growth **	250.00	–
		OTHER CURRENT INVESTMENTS		
		INVESTMENT IN SECURED NON CONVERTIBLE DEBENTURES / BONDS - UNQUOTED		
2000.000	2000.000	7% ICICI Bank UK PLC	131.26	125.83
1300.000	1300.000	7% ICICI Bank UK PLC	85.32	81.79
1700.000	1700.000	7% ICICI Bank UK PLC	111.57	106.96
5000.000	5000.000	5% Indian Overseas Bank	320.96	307.69
3000.000	3000.000	4.75% Syndicate Bank Ltd.	190.44	182.56
3000.000	3000.000	5% Bank of Baroda	193.61	185.60
–	2500.000	Bank of Ceylon 5.325% 160418 A/O	–	151.90
–	2500.000	ICICI Bank Ltd. 6.375% 300422 A/O	–	156.20
–	2500.000	Petroleos Venezuela 4.9% 281014 A/O	–	141.11
		<b>TOTAL</b>	<b>1970.51</b>	<b>1464.64</b>

**Notes to the Consolidated Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

2.14	Current Investments (Contd.)			
As at 31.03.2015	As at 31.03.2014		As at 31.03.2015	As at 31.03.2014
		Aggregate Book Value of Current Quoted Investments	-	-
		Aggregate Book Value of Current Unquoted Investments	1970.51	1464.64
		Aggregate Market Value of Current Quoted Investments	-	-
		Aggregate Book Value of Current & Non-Current Quoted Investments	6688.77	9842.22
		Aggregate Book Value of Current & Non-Current Unquoted Investments	21331.60	19489.33
		Aggregate Market Value of Current & Non-Current Quoted Investments	5372.95	7145.93

\* Pledged as security for issuing SBLC used for availing credit facilities for a subsidiary and a step down subsidiary company.

\*\* Pledged as security to secure a Non Current Rupee Term Loan.

Portion of long term investments, as defined by Accounting Standard-13 "Accounting for Investments", which are expected to be realised within twelve months from the Balance Sheet date are disclosed as "Current portion of long term investment".

	As at 31st March 2015	As at 31st March 2014
<b>2.15 INVENTORIES (As valued and certified by the management)</b>		
Raw Materials	883.74	955.94
Work in Progress	27.83	428.35
Finished Goods	17877.28	15780.37
Traded Goods	3472.71	4835.50
Stores and Spares	2630.86	2587.26
Loose Tools & Others	6.24	4.59
	<b>24898.66</b>	<b>24592.01</b>

	Finished / Traded Goods		Work-in-Progress	
	As at 31st March 2015	As at 31st March 2014	As at 31st March 2015	As at 31st March 2014
<b>Details of Inventories</b>				
Tea ( Finished Goods)	2915.68	2514.63	-	-
Tea ( Traded Goods)	3472.71	4835.50	-	-
Chemicals/Minerals	2047.18	1818.53	18.42	18.24
Sugar	12914.42	11447.21	9.41	410.11
	<b>21349.99</b>	<b>20615.87</b>	<b>27.83</b>	<b>428.35</b>

**Notes to the Consolidated Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	As at 31st March 2015	As at 31st March 2014
<b>2.16 TRADE RECEIVABLES</b>		
Outstanding for a period exceeding six months		
Secured, considered good	-	-
Unsecured, considered good	89.92	293.55
Doubtful	116.27	36.21
	<b>206.19</b>	<b>329.76</b>
Less : Provision for doubtful receivables	116.27	36.21
	<b>89.92</b>	<b>293.55</b>
Other Receivables		
Secured, considered good	3.65	-
Unsecured, considered good	8632.77	7385.11
	<b>8636.42</b>	<b>7385.11</b>
	<b>8726.34</b>	<b>7678.66</b>

<b>2.17 CASH AND BANK BALANCES</b>		
<b>Cash and Cash Equivalents</b>		
Balances With Banks :		
In Current / Cash Credit Account	1256.21	1606.69
In Fixed Deposit Accounts with original maturity of less than three months	7105.14	9801.00
Cheques/drafts on hand and Remittances in transit	55.59	175.94
Cash on hand	38.17	52.46
	<b>8455.11</b>	<b>11636.09</b>
<b>Other Bank Balances</b>		
Earmarked balances with Banks ( unpaid Dividend Account)	81.01	78.02
Other Fixed Deposit with Banks (Including ₹ 14.15 (Previous Year ₹ 113.08 pledged as margin money))	543.33	643.50
	624.34	721.52
	<b>9079.45</b>	<b>12357.61</b>



**Notes to the Consolidated Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	For the year ended 31st March 2015	For the year ended 31st March 2014
<b>2.18 REVENUE FROM OPERATIONS (GROSS)</b>		
<b>Sales of Finished Goods &amp; Other Products</b>	69377.70	72144.53
Less : Excise Duty	915.49	1052.90
	<b>68462.21</b>	<b>71091.63</b>
Government rebate on Fertilisers	2155.26	1916.21
Sale of Services (Warehousing Charges)	176.79	322.72
	<b>70794.26</b>	<b>73330.56</b>
<b>Other Operating Revenues</b>		
Incentives & Subsidies	327.41	276.23
Export Benefits	518.64	606.31
Insurance and Other Claims (Net)	148.57	37.85
Income from Farm Product (details as below)	43.57	10.99
Management Fees	-	36.27
Miscellaneous Sale	247.90	204.23
	<b>1286.09</b>	<b>1171.88</b>
	<b>72080.35</b>	<b>74502.44</b>
<b>Details of Sale of Products</b>		
Tea	48125.40	50037.15
Chemicals	6103.94	6468.51
Sugar	15140.31	15617.23
Others	8.05	21.64
	<b>69377.70</b>	<b>72144.53</b>
<b>Income from Farm Products :</b>		
Sales of Agricultural Product	133.53	112.94
Lease Rent	10.19	2.66
	<b>143.72</b>	<b>115.60</b>
Less : Opening Stock	-	0.60
Agricultural Farming Expenses (towards cultivation & other expenses)	98.91	102.52
Other Repairs	0.35	0.12
Rent, Rates & Taxes	0.07	0.10
Depreciation	0.82	1.27
	<b>100.15</b>	<b>104.61</b>
	<b>43.57</b>	<b>10.99</b>

**Notes to the Consolidated Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	For the year ended 31st March 2015	For the year ended 31st March 2014
<b>2.19 OTHER INCOME</b>		
<b>Interest Income</b>		
On Investments		
Long term	472.11	314.09
Current	43.32	40.57
On Bank Deposits	214.50	94.12
On Loans & Other Deposits, etc	173.21	184.66
Interest Subsidy	-	9.40
<b>Dividend Income</b>		
On Long term	45.81	143.22
<b>Net gain/ (loss) on sale of Investments</b>		
On Long term	592.61	502.25
On Current	2.87	60.69
<b>Other Non Operating Income</b>		
Profit on sale of Fixed Assets (Net)	-	2676.44
Rent	253.77	269.69
Net Gain /(loss) on foreign currency transaction and translation	102.09	92.00
Excess Liabilities and Unclaimed Balances written back	34.06	143.21
Excess provisions, receipts & adjustments pertaining to previous years	147.92	74.94
Less : Short provisions, sundry payments & adjustments relating to previous years	(7.10)	(16.22)
Add : Excess/(Short) provision of bonus for previous years (Net)	6.47	11.00
Miscellaneous Income	155.21	175.73
	<b>2236.85</b>	<b>4775.79</b>

<b>2.20 COST OF MATERIALS CONSUMED</b>		
<b>Raw Material Consumed</b>		
Opening Inventories	955.94	1090.52
Add : Purchase	25472.04	23152.57
	<b>26427.98</b>	<b>24243.09</b>
Less : Closing Inventories	883.74	955.94
Sales	59.98	47.71
	<b>25484.26</b>	<b>23239.44</b>
<b>Details of Raw Material Consumed</b>		
Green Tea Leaves	4621.53	5280.83
Chemicals/Minerals	5534.92	5260.19
Sugarcane	15024.01	12532.12
Black Tea	303.80	166.30
	<b>25484.26</b>	<b>23239.44</b>

**Notes to the Consolidated Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	For the year ended 31st March 2015	For the year ended 31st March 2014
<b>2.21 PURCHASE OF TRADED GOODS</b>		
Traded Goods : Tea	5921.16	8784.88
Chemicals	16.15	493.18
	<b>5937.31</b>	<b>9278.06</b>
<b>2.22 (INCREASE)/ DECREASE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS</b>		
<b>Inventories at the beginning of the year</b>		
Finished Goods	15780.37	16963.66
Work-in-Progress	428.35	433.44
Traded Goods	4835.50	4850.70
	<b>21044.22</b>	<b>22247.80</b>
<b>Inventories at the end of the year</b>		
Finished Goods	17877.28	15780.37
Work-in-Progress	27.83	428.35
Traded Goods	3472.71	4835.50
	<b>21377.82</b>	<b>21044.22</b>
Fluctuation in Exchange Rate carried to Foreign Currency Translation Reserve	(12.83)	92.22
	<b>(346.43)</b>	<b>1295.80</b>
<b>2.23 EMPLOYEE BENEFIT EXPENSE</b>		
Salaries & Wages	16285.38	15105.55
Contribution to Provident Funds and Others	1277.46	1193.08
Contribution to Gratuity Fund	625.69	487.97
Contribution to Superannuation Fund	85.29	78.86
Staff Welfare Expenses	1214.54	1167.80
	<b>19488.36</b>	<b>18033.26</b>
Less : Amount Transferred to Corporate Social Responsibility Expenses	17.77	-
	<b>19470.59</b>	<b>18033.26</b>
<b>2.24 FINANCE COST</b>		
<b>Interest Expenses</b>		
To Fixed Loans & Deposits	1900.58	1576.04
To Bank & Others	2997.63	3323.52
	<b>4898.21</b>	<b>4899.56</b>
<b>Other Borrowing Cost</b>		
Other Financial Charges	90.57	93.14
Applicable net gain/loss on foreign currency transactions and translations account	69.83	149.75
	<b>5058.61</b>	<b>5142.45</b>

**Notes to the Consolidated Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	For the year ended 31st March 2015	For the year ended 31st March 2014
<b>2.25 OTHER EXPENSES</b>		
<b>MANUFACTURING EXPENSES</b>		
Stores, Spare Parts & Packing Materials Consumed	2893.36	2643.02
Power & Fuel	4504.46	4437.07
Consumption of Manures/Pesticides	1912.62	1809.51
Repairs to Buildings	486.63	552.81
Repairs to Machinery	1003.98	1314.75
Repairs to Other Assets	451.98	452.94
Increase/(Decrease) in Excise Duty & Cess on Finished Goods	110.62	(99.12)
Other Manufacturing Expenses	0.82	8.00
	<b>11364.47</b>	<b>11118.98</b>
Less : Amount Transferred to Corporate Social Responsibility Expenses	1.26	-
	<b>11363.21</b>	<b>11118.98</b>
<b>SELLING AND ADMINISTRATION</b>		
Freight & Cartage	2073.37	1957.71
Insurance	118.64	147.56
Brokerage & Commission	697.98	640.33
Warehousing Charges	232.11	209.52
Other Selling Expenses (including packing material ₹ 10.85, P.Y. ₹ 11.43)	929.85	867.01
Rent	294.44	712.49
Rates & Taxes (Duty & Cess)	512.84	519.43
Insurance excluding on sales	171.55	152.13
Charity & Donation#	10.00	-
<b>Auditor's Remuneration -</b>		
Statutory Auditors -		
Auditor	38.40	37.39
Tax Audit Fees	7.54	6.75
Other Services	17.61	20.73
Reimbursement of Expenses	1.69	1.83
Reimbursement of Service Tax	5.50	5.73

**Notes to the Consolidated Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	For the year ended 31st March 2015	For the year ended 31st March 2014
<b>2.25 OTHER EXPENSES (Contd.)</b>		
Cost Auditors -		
Audit Fees	1.59	1.16
Other Services	-	0.31
Reimbursement of Expenses	0.28	0.38
Corporate Social Responsibility Expenses	26.45	-
Bad Debts & Irrecoverable Loans, Advances & Claims written off.	578.71	126.39
Less : Reserve	(31.44)	(0.16)
Reserve for Doubtful Debts & Advances further created	111.50	-
Less : Written Back	-	(0.16)
Investment Written off	8.31	-
Amortisation of Foreign currency monetary item translation difference account	-	1491.90
Forward Contract Charges	77.13	39.82
Loss on sale of Fixed Assets (Net)	13.36	-
Other Miscellaneous Expenses	2418.86	2147.80
	<b>8316.27</b>	<b>9086.05</b>
Less : Amount Transferred to Corporate Social Responsibility Expenses	7.42	-
	<b>8308.85</b>	<b>9086.05</b>
	<b>19672.06</b>	<b>20205.03</b>

# Represents Donation paid to Assam Pradesh Congress Committee

<b>2.26 DEPRECIATION AND AMORTIZATION EXPENSES</b>		
On Tangible Assets	1570.94	1736.86
On Investment Property	24.73	27.42
	<b>1595.67</b>	<b>1764.28</b>

<b>2.27 TAX EXPENSE</b>		
Current Tax for the year	202.80	113.33
Add/Less : Adjustment of Tax related to earlier years	156.25	0.58
Current Tax	<b>359.05</b>	<b>113.91</b>
Deferred Tax	(609.94)	(229.13)
	<b>(250.89)</b>	<b>(115.22)</b>

**Notes to the Consolidated Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	As at 31st March 2015	As at 31st March 2014
<b>2.28 NOTES</b>		
Contingent Liabilities not provided for in respect of :		
A) Claims/Disputes/Demands not acknowledged as debts :		
i) Demand from Sales Tax authority : Certain disallowances of Sales Tax were demanded against the Group and the appeals before the Commissioner/Tribunal Appellate and Revisional Board has been filed and the management is of the opinion that it will obtain full relief	244.83	275.13
ii) Income Tax demand under appeal	627.16	637.74
iii) Demand from a Lessor for interest on differential rent	70.14	70.14
iv) Demand of Provident Fund Damages by the Provident Fund Authorities, West Bengal	90.69	24.39
v) Electricity duty demanded by Government of Bihar appealed in Hon'ble Supreme Court	103.10	103.10
vi) Demand of additional electricity charges for connected load by Assam State Electricity Board pending before Hon'ble High Court, Guwahati	12.09	-
vii) Demand of wages of a closed unit for earlier years pending before Labour Court (Estimated)	61.50	61.50
viii) Demand against differential excise duty in relation to a closed unit for earlier years pending before Central Excise & Service Tax Appellate Tribunal (CESTAT)	50.05	50.05
B) i) Capital Commitments outstanding (Net of Advances)	782.95	893.39
ii) Corporate guarantee outstanding amounting to ₹ 1875.15 (Previous Year ₹ 1797.60) and investments pledged with a bank amounting to ₹ 3905.00 (Previous Year ₹ 3930.50) towards banking facilities availed by a subsidiary and step down subsidiary from the bank.	5094.16	3553.26
C) Other Commitments		
Letter of credit issued against Import of materials	18.40	11.20

**Note :** In respect of above, future cash flows are determinable only on receipt of judgements pending at various forums/authorities which in the opinion of the Company is not tenable and there is no possibility of any future cash outflow in case of above.

**Notes to the Consolidated Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

- D) The list of subsidiaries and joint venture which are included in the CFS of the Group and the Group's effective ownership interest therein are as under :

Name of the Company	Relationship	Country of Incorporation	Group's Proportion of Ownership Interest (%)	
			2014-15	2013-14
North Tukvar Tea Company Limited	Subsidiary	India	90.50	90.50
Parvati Tea Company Limited	Subsidiary	India	100.00	100.00
Birla Holdings Limited	Subsidiary	United Arab Emirates	100.00	100.00
Tea Group Investment Company Limited	Joint Venture	United Arab Emirates	50.00	50.00

- E) The financial statement of Birla Holdings Limited (BHL) is unaudited as the audit is not compulsory in the particular country hence certified by the management of the Company. The financial statements of its subsidiaries i.e., Kijura Tea Company Limited (KTCL) and Bondo Tea Estates Limited (BTCL) are audited as per laws of the respective country. For the purpose of consolidation, the CFS of BHL reflecting consolidated accounts as at 31st March, 2015 which have been prepared in accordance with International Financial Reporting Standards, have been restated wherever considered material to comply with Generally Accepted Accounting Principles in India and other recognized accounting practices and policies followed by the Group except as disclosed in Note No.2.28.G. The details of subsidiaries of BHL are as follows :

Name of the Company	Relationship	Country of Incorporation	Group's Proportion of Ownership Interest (%)	
			2014-15	2013-14
Kijura Tea Company Limited	Subsidiary	Uganda	100.00	100.00
Bondo Tea Estates Limited	Subsidiary	Uganda	100.00	100.00

- F) The financial statement of Tea Group Investment Company Limited (TGICL) is unaudited as the audit is not compulsory in the particular country hence certified by the management of the Company. The financial statements of its subsidiaries i.e., Mata Tea Company Limited (MTCL) and Gisakura Tea Company Limited (GTCL) are audited on calendar year basis as per the law of the respective country. To align with the financial year closing of subsidiaries of TGICL, the CFS of TGICL consisting of Consolidated Balance Sheet as at 31.12.2014 and Statement of Profit & Loss and Cash Flow Statement for the period from 01.01.2014 to 31.12.2014 has been considered for the purpose of preparation of CFS of group. Further no significant transactions, other than of routine nature, took place in TGICL, MTCL and GTCL during 01.01.2015 and 31.03.2015.

For the purpose of consolidation, the CFS of TGICL reflecting consolidated accounts as at 31st December, 2014 which have been prepared in accordance with International Financial Reporting Standards, have been restated wherever considered material to comply with Generally Accepted Accounting Principles in India and other recognized accounting practices and policies followed by the Group. The details of subsidiaries of TGICL are as follows :

Name of the Company	Relationship	Country of Incorporation	Group's Proportion of Ownership Interest (%)	
			2014-15	2013-14
Mata Tea Company Limited	Subsidiary	Rwanda	30%	30%
Gisakura Tea Company Limited	Subsidiary	Rwanda	30%	30%

- G) The accounting policy in respect of depreciation followed by the Group's sub-subsidiary namely Kijujra Tea Company Limited and Bondo Tea Estates Limited are on written down value method which is different from the accounting policy

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

followed by the Group, i.e., straight line method. In view of different sets of environment in which foreign subsidiaries operate in their respective countries, provision for depreciation is made to comply with respective country's laws and by use of management estimate. It is not practical to align rates and method of charging of depreciation of such subsidiaries with those of the Group. The gross value of depreciable tangible assets in Note 2.10 includes ₹ 944.56 (Previous Year ₹ 1027.99) on which depreciation has been charged on written down value method.

- H) i) Fringe Benefit Tax has been abolished from accounting year 2009-10. However in view of the interim stay granted by the Hon'ble High Court at Calcutta, no liability has been provided for earlier years.
- ii) No provision for dividend and corresponding dividend distribution tax has been recognized in respect to 7135730 equity shares held by the beneficiary trusts in view of waiver letter received from them.
- iii) During the year, the Group has further assessed the recoverability of Minimum Alternate Tax (MAT) for set off with future normal taxes and a sum of ₹ 249.36 (Previous Year ₹ 418.43) have been carried forward. Based on projections made by the management and current trend of working of the Group the management is virtually certain of recovering the MAT credit entitlements.
- I) As per the requirements of Schedule II of the Companies Act, 2013 ("the Act") effective from 1st April, 2014, the Group has charged depreciation during the year based on the provisions of the said Schedule. Consequently, depreciation charge for the year is higher by ₹ 237.87. Further, an amount of ₹ 311.44 (Net of deferred tax asset ₹ 142.53) has been adjusted with the General Reserve as on 1st April 2014 in respect of those assets whose remaining useful life was Nil as on 1st April 2014 as per the transitional provisions of Schedule II.
- J) During the year the Group has changed its accounting policy for providing depreciation on certain assets from written down value method to straight line method. Due to above a sum of ₹ 411.11 has been credited to statement of Profit & loss on account of excess depreciation provided in earlier years.
- K) The agreement with Assam Tea Corporation Ltd. (ATCL) for purchase of entire green leaves of Longai, Ishabheel and Bidhyanagar Tea Estates and operating the Longai Tea Factory were further renewed for the season 2015 for a period of one year by bidding through tender. A sum of ₹ 400.45 (Previous Year ₹ 496.74) is recoverable from ATCL which is being realized on a systematic basis from the payments to be made to ATCL on various grounds. The above sum is inclusive of ₹ 80.32 representing outstanding dues on account Amluckie Tea Estate of ATCL which shall also be recovered as mentioned above.
- L) As per the requirements of Accounting Standard-28 on 'Impairment of Assets', the Group has assessed the carrying amount of the assets vis-a-vis their recoverable values and no impairment is envisaged at the balance sheet date.
- M) The Group has no overdue amounts due to suppliers under the Micro, Small, & Medium Enterprises Development Act, 2006 (MSMED) as at 31.03.2015. The disclosure as required under the said act is as under:-

	2014-2015	2013-2014
i) Principal amount due to suppliers under MSMED Act and remaining unpaid	0.06	9.36
ii) Interest due to suppliers on above	NIL	NIL
iii) Any payment made to suppliers beyond appointed date (under Section 16 of the Act)	NIL	NIL
iv) Interest due and payable to suppliers under MSMED Act	NIL	NIL
v) Interest accrued & remaining unpaid as at 31.03.15	NIL	NIL
vi) Interest remaining due & payable as per Section 23 of the Act	NIL	NIL

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



**Notes to the Consolidated Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

- N) a) The Group's significant leasing agreements (as lessee) are in respect of lease for Land & Premises (residential, office, stores, godowns, etc.) These Leasing arrangements which are non-cancellable ranging between one month and three years generally or longer and are usually renewable by mutual agreement. The aggregate lease rentals payable are charged as Rent.
- b) Certain land and building has been given on operating lease to a society at a lease rental of ₹ 0.50 (Previous Year ₹ 0.50) per annum for the land and ₹ 17.00 per month (Previous Year ₹ 17.00 per month) for the building to be reviewed annually.

As per requirements of Accounting Standard-19 on 'Leases', the following disclosures are furnished for significant operating leases as lessor:

Particulars	2014-15			2013-14		
	Gross Carrying Amount	Accumulated Depreciation	Depreciation for the Year	Gross Carrying Amount	Accumulated Depreciation	Depreciation for the Year
Land	37.91	-	-	37.91	-	-
Building	1680.75	237.10	24.68	1680.75	212.42	27.40
Plant & Machinery	154.08	77.65	10.68	154.08	66.97	6.22
Furniture & Fixture	188.33	133.43	16.21	188.33	117.22	17.85
Motor Vehicle	9.40	8.67	0.67	9.40	8.00	0.48
<b>Total</b>	<b>2070.47</b>	<b>456.85</b>	<b>52.24</b>	<b>2070.47</b>	<b>404.61</b>	<b>51.95</b>

- O) Disclosure as per Accounting Standard-29 on 'Provisions, Contingent Liabilities & Contingent Assets' :

Particulars	2014-15			2013-14		
	Disputed Statutory Matters	Other Obligations	Total	Disputed Statutory Matters	Other Obligations	Total
Opening Balance	91.11	61.69	152.80	77.82	68.31	146.13
Addition	3.22	1.59	4.81	13.29	12.77	26.06
Utilization	-	8.05	8.05	-	19.39	19.39
Reversal	0.11	5.85	5.96	-	-	-
Closing Balance	94.22	49.38	143.60	91.11	61.69	152.80

The provisions for disputed statutory & obligatory liabilities are on account of cases pending with courts/concerned authorities based on estimates made by the Group considering the facts & circumstances.

- P) The Group uses forward contracts, swaps and other derivative contracts to hedge its risks relating to changes in exchange rates and interest rates. The use of such contract is consistent with the Group's risk management policy. The Group does not use derivative contracts for speculation purposes.

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

- i) The particulars of derivative contracts entered into for hedging purposes outstanding as at 31.03.2015 are as under :

Category of Derivative Instruments	Amount of Exposures Hedged	
	As at 31.03.2015	As at 31.03.2014
a) Forward contract for Borrowings/Buyers' Credit	5046.42	2408.44
b) Forward contract for interest on Borrowings/Buyer's credit	9.20	—
c) Forward contract against firm commitments of future sales / Past performance	2154.05	266.76

- ii) Unhedged foreign currency exposures as at 31.03.2015 are as under :

Unhedged Foreign Currency Exposures	As at 31.03.2015	As at 31.03.2014
a) Receivables/Advances	2430.23	2174.84
b) Interest/Payables/ Buyer's Credit	980.34	1751.05

- Q) Disclosures of Corporate Social Responsibility (CSR) expenditure in line with the requirement of Guidance Note on "Accounting for Expenditure on Corporate Social Responsibility Activities":

Particulars	2014-15	2013-14
A) Amount of CSR expenditure to be incurred during the year	22.50	—
B) CSR expenditure (Revenue Nature) incurred during the year	26.45	—

- R) Disclosure as per Accounting Standard-15 on 'Employee Benefits' :

**i) Defined Contribution Plan :**

The Group makes contribution towards Provident Fund, ESIC and Superannuation Fund to a defined contribution benefit plan for qualifying employees. The provident fund plan is operated partly by Regional Provident Fund Commissioner and partly by an independent Trust, ESIC by government agencies and Superannuation Fund by a trust created for the purpose. Under the said schemes the Group is required to contribute a specific percentage of pay roll costs in respect of eligible employees to the retirement benefit scheme to fund the benefits.

During the year the Group has recognized ₹ 1277.46 (Previous Year ₹ 1193.08) for provident fund contribution, ₹ 25.60 (Previous Year ₹ 28.81) for ESIC and ₹ 85.29 (Previous Year ₹ 78.86) for Superannuation Contribution. The Contribution payables to these plans by the Group are at the rates specified in the rules of the scheme.

In keeping with the Guidance on implementing Accounting Standard-15 on 'Employee Benefits' issued by the Accounting Standards Board of the Institute of Chartered Accountants of India (ASB Guidance), employer-established provident fund trusts are treated as Defined Benefit Plans since the Group is obligated to meet interest shortfall, if any, with respect to covered employees. In view of year-end position of the fund (for covered employees) and confirmation from the Trustees' of such fund, there is no shortfall as at the year end.

**ii) Defined benefit plans :**

- The Group makes contribution of gratuity to JSTI Gratuity Fund created for the purpose of qualifying employees. The scheme provides for payment to vested employees upon retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of 5 years of continuous service.
- Certain employees of the Group are also eligible for encashment of leave upon retirement up to 30 days for each year (maximum 240 days).
- The present value of defined benefit obligation and related current cost are measured using the Projected Unit Credit Method with actuarial valuation being carried out at each Balance Sheet date.

**Notes to the Consolidated Financial Statements** for the year ended 31st March, 2015 (Contd.)

- d) Liability in respect of gratuity of North Tukvar Tea Co. Ltd. in accordance with Accounting Standard-15 has not been provided for in the books of accounts upto 31.03.2009 amounting to ₹ 96.68.

(₹ in lacs)

		2014-2015 Gratuity Plan	2013-2014 Gratuity Plan
<b>A</b>	<b>Expenses recognised in the Statement of Profit &amp; Loss Account for the year ended 31st March 2015</b>		
i)	Current Service Cost	321.11	275.60
ii)	Interest Cost	284.74	288.88
iii)	Expected return on Plan Assets	290.80	262.74
iv)	Actuarial (Gain)/Losses	310.64	186.23
v)	Past Service Cost	—	—
vi)	Expenses recognised in Profit & Loss Account	625.69	487.97
<b>B</b>	<b>Net (Assets)/Liabilities recognised in Balance Sheet as at 31st March 2015</b>		
i)	Present Value of the Defined Benefit Obligation	4384.11	3785.43
ii)	Fair Value of Plan Assets	3704.09	3231.10
iii)	Net (Assets)/Liabilities recognised in Balance Sheet	680.02	554.33
<b>C</b>	<b>Changes in the Present Value of Defined Benefit Obligation during the year ended 31st March 2015</b>		
i)	Present Value of Defined Benefit Obligation as at 1st April 2014	3785.43	3519.10
ii)	Current Service Cost	321.11	275.59
iii)	Interest Cost	284.74	288.88
iv)	Past Service Cost	—	—
v)	Actuarial (Gain)/Losses	445.16	137.01
vi)	Benefits Paid	452.33	435.15
vii)	Present Value of obligation as at 31st March 2015	4384.11	3785.43
<b>D</b>	<b>Changes in fair value of Plan Assets during the year ended 31st March 2015</b>		
i)	Fair Value of Plan Assets as at 1st April 2014	3231.10	3002.73
ii)	Expected return on Plan Assets	290.80	262.74
iii)	Actuarial Gain/(Losses)	134.52	(49.21)
iv)	Benefits paid	452.33	435.15
v)	Contributions	500.00	450.00
vi)	Settlement/ Amalgamation	—	—
vii)	Fair Value of Plan Assets as at 31st March 2015	3704.09	3231.10
viii)	Actual return on Plan Assets	425.32	213.53
<b>E</b>	<b>Principle Actuarial Assumptions used</b>		
i)	Discount rates as at 31st March 2015	8.00%	8.75%
ii)	Expected Return on Plan Assets	9.00%	8.75%
iii)	Expected Salary increase rates	6.00%	5.00%
iv)	Mortality Rates	LIC (2006 - 08) Mortality Table	LIC (2006 - 08) Mortality Table
<b>F</b>	<b>Major categories of Plan Assets as a percentage of Fair Value of Plan Assets</b>	<b>Qualified Insurance Policy</b>	<b>Qualified Insurance Policy</b>

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2015 (Contd.)

### Notes :

- The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply & demand in the employment market.
- The expected rate of return on Plan Assets is determined based on the portfolio of assets, existing investments along with the Strategic changes in the portfolio and market scenario. The Plan Assets are diversified reasonable to maximize the return within acceptable risk parameters.
- The Group expects to contribute ₹ 550.00 to its gratuity fund in 2015-16.
- The amounts for the current annual period and previous four annual periods are as follows:

Particulars	2014-15	2013-14	2012-13	2011-12	2010-11
Present value of defined obligation	4384.11	3785.43	3519.10	3112.76	2974.28
Fair Value of Plan Assets	3704.09	3231.10	3002.73	2602.83	2439.81
Excess of obligation over Plan Assets	680.02	554.33	516.37	509.93	534.47

### S) Disclosure as per Accounting Standard - 18 on "Related Party Disclosure" (₹ in Lacs)

Sl. No.	Name of the Related Party	Relation-ship	Remun-eration Paid	Loans & Advances (Net)		Dividend		Goods & Services		Others Expen-diture	Amount	
				Paid	Received	Paid	Received	Sale	Purchase		Receivable	Payable
											31st March, 2015	
1.	Tea Group Investment Co. Ltd.	Joint Venture	- (-)	- (-)	83.69 (4.45)	- (-)	- (-)	- (-)	- (-)	- (-)	681.86 (733.89)	- (-)
2.	Rwanda Mountain Tea SARL	Investor in Joint Venture	- (-)	83.69 (182.01)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	681.86 (757.15)
# 3.	Century Textiles & Industries Ltd.	Associate	- (-)	- (-)	- (-)	6.00 (12.00)	- (-)	- (-)	2.79 (8.67)	- (0.22)	- (-)	0.23 (2.98)
# 4.	Kesoram Industries Ltd.	Associate	- (-)	- (-)	- (-)	7.76 (15.52)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
# 5.	Padmavati Investment Ltd.	Associate	- (-)	- (-)	- (-)	- (-)	3.43 (3.43)	- (-)	- (-)	- (-)	- (-)	- (-)
# 6.	JPM Merchandise Agencies Ltd.	Associate	- (-)	- (-)	- (-)	122.28 (244.56)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
7.	Mr. D.P. Maheshwari	Key Manage-ment Personnel	112.41 (103.58)	- (-)	- (-)	0.71 (2.22)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)

**Note :** All the above transaction were done at arm's length.

# These parties are related parties in the broader sense of the term and are included for making the financial statements more transparent.

Figures in bracket indicate for previous year.

**Notes to the Consolidated Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

**T) Disclosure of Interest in Joint Ventures :**

The Group has 50% ownership interest in Tea Group Investment Company Limited.

The proportionate share in the assets, liabilities, income and expenses (each without elimination of the effect of transactions between the Group and the joint venture) related to its interest in jointly controlled entities included in these CFS are given below :

	As at 31st December 2014	As at 31st December 2013
<b>Assets :</b>		
<b>Non-Current Assets</b>		
Fixed Assets :		
Tangible Assets	3670.60	3825.65
Intangible Assets	419.48	425.95
Capital Work-in-Progress	355.15	251.23
Deferred Tax Assets (Net)	42.65	2.68
Long Term Loans and Advances	31.55	32.04
<b>Current Assets</b>		
Inventories	475.30	388.79
Trade Receivables	165.58	200.35
Cash and Bank Balances	133.36	145.84
Short Term Loans and Advances	28.13	26.21
<b>Liabilities :</b>		
Minority Interest	1616.39	1685.22
<b>Non-Current Liabilities</b>		
Long Term Borrowing	1375.61	1879.31
<b>Current Liabilities</b>		
Trade Payables	183.16	118.27
Other Current Liabilities	418.62	166.05
<b>Reserves and Surplus*</b>	1664.10	1387.21
* Represents Company's share in post acquisition reserve of consolidated TGICL		
	<b>For the year ended 31st December, 2014</b>	<b>For the year ended 31st December, 2013</b>
<b>Income :</b>		
Revenue from Operations	2185.41	2379.51
Other Income	75.30	68.10
<b>Expenses :</b>		
Cost of Material Consumed	409.76	441.94
(Increase)/Decrease in Inventories of Finished Goods & Traded Goods	(67.14)	79.93
Employee Benefit Expense	512.97	477.17
Finance Costs	55.19	55.69
Other Expenses	982.93	979.07
Depreciation / Impairment	158.03	154.14
<b>Profit/(Loss) before Tax</b>	<b>208.97</b>	<b>259.67</b>
Tax Expense	(39.57)	1.29
<b>Profit/(Loss) after Tax before Minority Interest</b>	<b>248.54</b>	<b>258.38</b>
Minority Interest	(17.58)	(4.54)
<b>Net Profit/(Loss)</b>	<b>266.12</b>	<b>262.92</b>

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

- U) Based on the guiding principles given in Accounting Standard on "Segment Reporting" (AS-17) as per applicable Accounting Standards, the Company's primary business segments are tea, chemicals & fertilisers and sugar business.

	2014-15	2013-14
<b>A. PRIMARY SEGMENT</b>		
1. Segment Revenue (Net Sales/Income from each segment)		
a) Tea	48734.63	50858.17
b) Chemicals & Fertilisers	8020.11	8049.42
c) Sugar	15140.76	15250.50
d) Others	507.55	663.45
Less : Inter-segmental Revenue	322.70	319.10
<b>Total</b>	<b>72080.35</b>	<b>74502.44</b>
2. Segment Results [Profit/(Loss) before Tax & Interest]		
a) Tea	4153.43	6392.64
b) Chemicals & Fertilisers	62.34	(428.43)
c) Sugar	(1751.37)	(1875.91)
d) Others	(174.76)	(246.47)
<b>Total</b>	<b>2289.64</b>	<b>3841.83</b>
Less : Interest (Net)	4155.46	4499.62
Add : Unallocable income net of unallocable expenditure	(689.05)	1022.78
<b>Total Profit/(Loss) before Tax</b>	<b>(2554.87)</b>	<b>364.99</b>

### 3. Segment Assets (Including revaluation reserve) & Segment Liabilities

	2014-15		2013-14	
	Assets	Liabilities	Assets	Liabilities
(a) Tea	41909.78	5867.56	42629.29	5272.33
(b) Chemicals & Fertilisers	6435.05	3036.69	6055.18	2284.55
(c) Sugar	28965.06	14020.18	27296.09	10218.33
(d) Others	607.62	132.37	419.07	160.29
(e) Unallocable	40666.66	1697.40	48292.84	2467.16
<b>Total</b>	<b>118584.17</b>	<b>24754.20</b>	<b>124692.47</b>	<b>20402.66</b>

### 4. Capital Expenditure including capital work-in-progress and depreciation/amortization (excluding on revaluation reserve) for the year

	2014-15		2013-14	
	Capital Expenditure	Depreciation/Amortization	Capital Expenditure	Depreciation/Amortization
a) Tea	1470.20	1147.98	2982.68	1199.28
b) Chemicals & Fertilisers	26.91	40.28	96.39	70.65
c) Sugar	362.72	382.20	2010.82	383.09
d) Others	52.04	3.74	1.72	2.93
e) Unallocable	554.66	22.29	531.43	109.60
<b>Total</b>	<b>2466.53</b>	<b>1596.49</b>	<b>5623.04</b>	<b>1765.55</b>

**Notes to the Consolidated Financial Statements** for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	India	Rest of World	Total
<b>B. SECONDARY SEGMENT</b>			
Segment Revenue	59621.49	12458.86	72080.35
(Previous Year)	(57790.64)	(16711.80)	(74502.44)
Segment Assets	106135.62	12448.55	118584.17
(Previous Year)	(109623.10)	(15069.37)	(124692.47)
Capital Expenditure	2252.95	213.58	2466.53
(Previous Year)	(4315.07)	(1307.97)	(5623.04)

**Note :** The Group has disclosed business segment as the Primary Segment.

## V) Earnings per share (EPS)

	2014-15	2013-14
Profit/(Loss) after Tax as per Statement of Profit & Loss	(2286.40)	484.75
Weighted average number of equity shares outstanding at the year end	28877488	28877488
Basic & Diluted EPS (₹) (Face Value ₹ 5/- per share)	(7.92)	1.68

## W) Additional Information, as required under Schedule III to the Companies, Act 2013, of enterprises consolidated as Subsidiary/Joint Venture.

Name of the Enterprises	Net Assets i.e total assets minus total liabilities		Share in profit or loss	
	As% of Consolidated net assets	Amount (₹ in Lacs)	As% of Consolidated profit or loss	Amount (₹ in Lacs)
<b>Parent</b>				
Jay Shree Tea & Industries Ltd	87.28	37067.33	-83.20	(1902.34)
<b>Subsidiaries</b>				
<b>Indian</b>				
North Tukvar Tea Co. Ltd	-0.12	(53.03)	0.02	0.43
Parvati Tea Co. Ltd	15.18	6446.89	1.99	45.39
<b>Foreign</b>				
Birla Holding Ltd	0.36	151.85	-30.25	(691.55)
<b>Joint Ventures as per proportionate consolidation/ Investment as per the equity method)</b>				
Tea Group Investment Co. Ltd	4.07	1728.03	11.64	266.12
<b>Minority interests in all Subsidiaries</b>	-3.81	(1616.39)	-0.77	(17.58)

## X) Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our report of even date annexed

For and on behalf of the Board of Directors

For **SINGHI & CO.**

Chartered Accountants

(Firm Registration No. 302049E)

**Aditya Singhi**

Partner

(Membership No. 305161)

Kolkata, the 18th day of May, 2015

**R. K. Ganeriwala**  
(President, CFO & Secretary)**D. P. Maheshwari**  
(Managing Director)**B. K. Birla**  
(Chairman)

## NOTES

[illegible]



## NOTES

[illegible]

## NOTES

[illegible]

## NOTES

[illegible]



## JAY SHREE TEA & INDUSTRIES LTD.

Registered Office: "Industry House" 15th Floor, 10, Camac Street, Kolkata - 700 017

CIN: L15491WB1945PLC012771 • Website: www.jayshreetea.com

Email: shares@jayshreetea.com • Phone: 033-22827531-4 • Fax: 033-22827535

### ATTENDANCE SLIP

Name of the Member(s) :

Registered Address :

FolioNo /Client ID No. & DP ID

No. of Share(s) held

I/We hereby record my/our presence at the **69th Annual General Meeting of Jay Shree Tea & Industries Ltd. held on Tuesday, the 4th August, 2015 at 10:30 a.m. at "Kala Kunj", 48, Shakespeare Sarani, Kolkata 700 017**

.....  
Name of the Shareholder/Proxy  
(in capital letters)

.....  
Signature of Shareholder/Proxy

**Note :** Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip properly and hand it over at the entrance of the meeting venue.



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### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014]

**69th Annual General Meeting to be held on Tuesday, the 4th August, 2015 at 10:30 a.m. at "Kala Kunj", 48, Shakespeare Sarani, Kolkata 700 017**

Name of the Member(s) :

Registered Address :

E-mail ID :

FolioNo /Client ID No. & DP ID



I/We, being the member(s) of ..... Shares of the above named company, hereby appoint

1. Name : .....  
Address : .....  
E-mail Id : ..... Signature: ....., or failing him
2. Name : .....  
Address : .....  
E-mail Id : ..... Signature: ....., or failing him
3. Name : .....  
Address : .....  
E-mail Id : ..... Signature: ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 69th Annual General Meeting of the Company, to be held on Tuesday, the 4th August, 2015 at 10.30 a.m. at "Kala Kunj" 48, Shakespeare Sarani, Kolkata 700 017 and at any adjournment thereof in respect of such resolutions as are indicated below :

P.T.O.

Resolution No.	Particulars	Optional	
Ordinary Business		For	Against
1	Adoption of Annual Financial Statements for the year ended March 31, 2015		
2	Approval of Dividend		
3	Re-appointment of Mr.B.K.Birla, who retires by rotation.		
4	Ratification of appointment of M/s Singhi & Co., Chartered Accountants, Statutory Auditors of the Company.		
Resolution No.	Particulars	Optional	
Special Business		For	Against
5	Appointment of Mr.Prashant Jhavar as an Independent Director of the company for an initial period of five years		
6	Re-appointment of Mrs.Jayashree Mohta, a whole time Director, designated as Vice Chairperson for a period of three years.		
7	Reappointment of Mr.D.P.Maheshwari, Managing Director from 27.6.2016 to 26.6.2019.		
8	To Borrow money upto Rs. 700 crore over & above the aggregate of the paid up share capital & free reserves of the Company u/s 180(1)(c) of the Companies Act, 2013		
9	For creation of Security u/s 180(1)(a) of the Companies Act, 2013.		
10	Approval of the remuneration of the Cost Auditor for the year 2015-16		

Signed this ..... day of ..... 2015.

Signature of Shareholder :

Signature of Proxy holder(s):

Affix  
Revenue  
Stamp

- Note :**
1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
  2. A Proxy need not be a member of the Company.
  3. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 69th Annual General Meeting.
  4. A person can act as a proxy on behalf of member(s) not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not acts as a proxy for any other person or shareholder.



## *Tea Estates*

Towkok, Manjushree, Mangalam  
Nahorhabi

**Sibsagar, Assam**

Meleng

**Jorhat, Assam**

Dewan, Burtoll, Labac  
Kalline, Jellalpure

**Cachar, Assam**

Tukvar, Risheehat  
Singbulli, Balasun  
North Tukvar, Sungma  
Marionbarie, Jayantika

**Darjeeling, West Bengal**

Aryaman

**Jalpaiguri, West Bengal**

Ananyashree

**Uttar Dinajpur, West Bengal**

Sholayer, Kallyar

**Coimbatore, Tamil Nadu**

### **Tea Factories**

Vinayak Tea Factory  
**Ledo, Margharita, Assam**

Parvati Tea Factory  
**Makum, Tinsukia, Assam**

### **CHEMICALS & FERTILISERS UNIT**

The Jay Shree Chemicals & Fertilisers, Khardah  
**24 Parganas (North), West Bengal**

The Jay Shree Chemicals & Fertilisers, Pataudi  
**Gurgaon, Haryana**

### **SUGAR UNIT**

Jay Shree Sugar Mill  
**Majhaulia, Bihar**

### **OTHERS**

Warehousing & Tea Export Deptt  
**Kolkata, West Bengal**

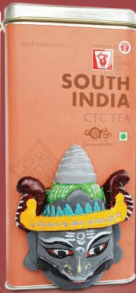
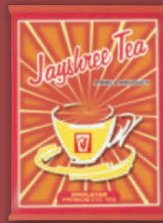
Tea Warehouse & Sales Deptt.  
**Kochi, Kerala**

### **SUBSIDIARY COMPANIES**

North Tukvar Tea Company Limited  
Parvati Tea Company Limited  
Birla Holdings Limited, U.A.E.

### **OVERSEAS JOINT VENTURE**

Tea Group Investment Company Limited, U.A.E.



available online



If undelivered please return to

**JAY SHREE TEA & INDUSTRIES LIMITED**

"Industry House", 15th floor, 10 Camac Street, Kolkata 700017, India

CIN No. : L15491WB1945PLC012771



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B K BIRLA GROUP OF COMPANIES

## NOTICE

### To the Shareholders

Notice is hereby given that the Sixty Ninth Annual General Meeting of the Company will be held on Tuesday, the 4th August, 2015 at 10.30 A.M. at "Kala Kunj" 48, Shakespeare Sarani, Kolkata 700 017 to transact the following businesses:

#### ORDINARY BUSINESS :

1. To consider and adopt the Audited Financial Statements for the Financial Year ended 31.03.2015 and the Reports of the Board of Directors and Auditors thereon.
2. To consider declaration of dividend by the Company, as recommended by the Board of Directors for the Financial Year ended March 31, 2015.
3. To appoint a Director in place of Mr.B.K.Birla (holding DIN-00055856) who retires by rotation and is eligible for re- appointment.
4. To ratify appointment of M/s. Singhi & Co., Chartered Accountants, Statutory Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

#### SPECIAL BUSINESS :

5. **Appointment of Mr. Prashant Jawar as an Independent Director for an initial period of five years.**

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

**"RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read together with relevant rules made thereunder, including any statutory modification(s), re-enactment thereof for the time being in force, Mr. Prashant Jawar, (holding DIN 00353020) appointed as an Additional Director of the company pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and being eligible offer himself for appointment as Independent Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years until the 74th Annual General Meeting of the company."

6. **Reappointment of Mrs. Jayashree Mohta, Whole time Director designated as Vice Chairperson for a term of three years w.e.f. 1.4.2016.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution :

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, including any modification(s) or re-enactment thereof, if any of the Companies Act, 2013 (the Act) or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard, the consent of the company be and is hereby accorded for re-appointment of Mrs. Jayashree Mohta (holding DIN-01034912) as a Whole Time Director under the designation "Vice-Chairperson" of the Company for a period of three years w.e.f 01.4.2016, on the remuneration and terms and conditions enumerated in the Statement attached hereto as recommended by the Nomination and Remuneration committee and/or approved by Board upon time to time and as may be acceptable to Mrs. Jayashree Mohta."

**"RESOLVED FURTHER THAT,** notwithstanding anything herein above stated where in any financial Year closing on or after March 31, 2015 during the tenure of Mrs. Jayashree Mohta as Whole- time Director of the Company, the Company incurs loss or its profits are inadequate, the company shall pay Mrs. Jayashree Mohta the remuneration by way of salary, perquisites and allowances as a minimum remuneration but not exceeding the limits specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration."

**"RESOLVED FURTHER THAT** the Board and/or its committee be and is hereby authorized in its absolute discretion to decide/determine, fix and/or vary/ alter /modify within the limit stated above, the components of Remuneration (including Minimum Remuneration in the event of absence or inadequacy of profits in any financial year) payable to Mrs. Jayashree Mohta from time to time and to comply with legal provisions and to do all such acts, deeds, things and matters and ancillary and consequential things as may be considered necessary and to settle all questions or difficulties whatsoever that may arise to give effect to the above resolution.

7. **Re-appointment of Mr. D.P.Maheshwari, Managing Director of the company for a term of three years w.e.f. 27.6.2016.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution :

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, including any modification(s) or re-enactment thereof, if any of the Companies Act, 2013 (the Act) or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard, the consent of the company be and is hereby accorded for re-appointment of Mr. D.P.Maheshwari (holding DIN-02203749) as Managing Director of the Company for a period of three years w.e.f 27.6.2016 to 26.06.2019 on the remuneration and terms and conditions enumerated in the Statement attached hereto as recommended by the Nomination and Remuneration committee and/or approved by Board upon time to time and as may be acceptable to Mr.D.P.Maheshwari"

**"RESOLVED FURTHER THAT,** notwithstanding anything herein above stated where in any financial Year closing on or after March 31, 2015 during the tenure of Mr. D.P.Maheshwari as Managing Director of the Company, the Company incurs loss or its profits are inadequate, the company shall pay Mr. D.P.Maheshwari the remuneration by way of salary, perquisites and allowances as a minimum remuneration but not exceeding the limits specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration."

**"RESOLVED FURTHER THAT** the Board and/or its committee be and is hereby authorized in its absolute discretion to decide/determine, fix and/or vary/ alter /modify within the limit stated above, the components of Remuneration (including Minimum Remuneration in the event of absence or inadequacy of profits in any financial year) payable to Mr. D.P.Maheshwari from time to time and to comply with legal provisions and to do all such acts, deeds, things and matters and ancillary and consequential things as may be considered necessary and to settle all questions or difficulties whatsoever that may arise to give effect to the above resolution."

8. **To Increase Borrowing Power u/s 180(1)(c) of the Companies Act, 2013**

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as Special Resolution:

**"RESOLVED THAT** in supersession of the Ordinary Resolution passed under Section 293(1)(d) of the Companies Act, 1956, at the 67th Annual General Meeting of the Company held on 29th July 2013 and pursuant to Section 180 (1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force), and all other enabling provisions, if any, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow such sum or sums of monies in any manner from time to time as may be required for the purpose of businesses of the Company, with or without security and upon such terms and conditions as they may think fit, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not



set apart for any specific purpose provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of ₹ 700 crore (Rupees Seven Hundred crore) over and above the aggregate of the paid-up share capital of the Company and its free reserves".

9. **For Creation of Security u/s 180(1)(a) of the Companies Act, 2013**

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as Special Resolution:

**"RESOLVED THAT** in supersession of the Resolution passed by the shareholders through Postal Ballot on 7th September, 2010 under Section 293(1)(a) of the Companies Act, 1956, and pursuant to the provisions of Section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution and that the power to delegate such authority to any person(s)) to create such charges and/ or mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such terms and conditions and at such time or times and in such form and manner and with such ranking as to priority as it may think fit, on any of the Company's moveable and immoveable properties and assets, present and future, comprised in any undertaking or undertakings of the Company, as the case may be, in favour of the Lenders viz. financial /Investment Institutions, Bank or Banks and Trustees for the holders of debentures/bonds/other instruments to secure the repayment of loans/borrowings sanctioned and/or to be sanctioned by them from time to time for a sum not exceeding 700 crore (Rupees Seven Hundred crore) over and above the aggregate of the paid-up share capital of the Company and its free reserves and apart from temporary loans obtained

or to be obtained from the Company's bankers in the ordinary course of business as per the approval of the shareholders under section 180(1)(c) of the Companies Act, 2013 and inclusive of interest at the respective agreed rates and all other costs, charges and expenses and all monies payable by the Company in respect of such loans/borrowings as may be stipulated in that behalf and agreed to between the Board of Directors and the Lenders."

**"RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorized to:

- finalise with the Lenders, agreements and other documents, if any, necessary for creating the mortgage(s) and/or charge(s), hypothecation(s) as aforesaid, and to accept any modification(s) to, or modify, alter or vary, the terms and conditions of the aforesaid documents and
- do all such acts, deeds, matters and things and to execute all such documents, deeds and instruments in writing as may be required, incidental to and/or expedient for giving effect to this resolution and to resolve any question relating thereto, or otherwise considered by the Board of Directors to be in the best interest of the Company."

10. **Approval of the remuneration of the Cost Auditor of the Company for the year 2015-16**

To consider and if thought fit, to pass with or without modifications, the following Resolution as an ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, the Cost Auditor appointed by the Board of Directors of the company to conduct the audit of cost records for the year 2015-16 be paid the remuneration as set out in the statement annexed hereto."

**"RESOLVED FURTHER THAT** the Board is hereby authorized to do all acts and take all steps to give effect to the above resolution."

**Registered & Head Office :**

"Industry House"

10, Camac Street, Kolkata 700 017

Dated, the 18th May, 2015

By Order of the Board  
For **JAY SHREE TEA & INDUSTRIES LIMITED**

**R. K. Ganeriwala**

(President, CFO & Secretary)

**NOTES :**

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORMS SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY(50) AND HOLDING AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) 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 A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
- The Equity Share Transfer Registers will remain closed from 28.07.2015 to 04.08.2015 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.
- The dividend on Equity Shares as recommended by the Board, if declared, will be payable on or after 4th August, 2015 to those members whose names appear on the Register of Members of the Company as on 4th August, 2015 or to their mandates. In respect of dematerialized shares, the dividend will be payable on the basis of beneficial ownership details to be furnished by NSDL and CDSL for the purpose.
- Members are requested to intimate before hand to the Company query/ies, if any, regarding these accounts/notice at least ten days before the meeting to enable the management to keep the required information readily available at the meeting.
- Pursuant to Section 205A (5) of the Companies Act, 1956 (as amended) any money transferred to the unpaid dividend account of a Company remaining unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred to Investor Education and Protection Fund and thereafter no claims shall lie against the fund or the Company. So, you are advised to

claim the same from the Company immediately. The due dates of transfer of the following dividend to the Fund are as under :

Dividends for the year	Date of declaration of dividend	Due date of transfer to the Fund
2007-2008	27.06.2008	2nd August, 2015
2008-2009	29.06.2009	2nd August, 2016
2009-2010	25.06.2010	30th July, 2017
2010-2011	22.09.2011	26th October, 2018
2011-2012	25.07.2012	29th August, 2019
2012-2013	29.07.2013	3rd September, 2020
2013-2014	01.08.2014	4th September, 2021

- The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2006-07, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on August 1, 2014 (date of last Annual General Meeting) on the website of the Company ([www.jayshreetea.com](http://www.jayshreetea.com)), as also on the website of the Ministry of Corporate Affairs.
- The Company's shares are enlisted with NSDL and CDSL for participation into Electronic Depository System operated by them. Its shares are compulsorily to be traded in Electronic Form and the security bears Code No.INE 364A01020.
- Members are requested to notify immediately change of address, if any, to the Company in case shares are held in physical form or to the DPs, where the account is maintained, if held in demat form.

- i) The members who have not yet registered their e-mail address are requested to do so to support the green initiative in the Corporate Governance
- j) Information about the Directors retiring by rotation as required under clause 49 of the Listing Agreement with the Stock Exchanges :

#### Mr.B.K.Birla

Mr. B.K.Birla aged about 94 years, holding 46000 shares, is a well known industrialist in the country and is well regarded for his foresightedness, enterprise and leadership qualities. Coming from the pioneer industrial house of India, he built up an industrial empire with strong foundation, sustained growth and proven leadership. He is associated with various educational, cultural and philanthropic institutions in the country.

Directorships held in other companies :

Century Enka Ltd., Century Textiles & Industries Ltd., Kesoram Industries Ltd., Pilani Investment & Industries Corporation Ltd. & B.K.Birla Foundation.

- (k) In compliance of provisions of Section 108 and Rule 20 of the Companies (Management and Administration) amendment Rules, 2015, the company is pleased to provide members facility to exercise their right to vote at the 69th Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting services provided by CDSL.

The Company has signed an agreement with CDSL for facilitating remote e-voting to enable the Shareholders to cast their vote electronically.

#### e-Voting Procedure

The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on 1st August, 2015 at 9:00 A.M. (IST) and ends on 3rd August, 2015 at 5:00 P.M. (IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 28th July, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members as on the "cut-off date", i.e. 28th July, 2015 attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  - a. For CDSL : 16 digits beneficiary ID,
  - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) 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"> <li>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.</li> <li>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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If 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 (vii).</li> </ul>
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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant JAY SHREE TEA & INDUSTRIES LTD. on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- (I) The voting rights of shareholders shall be in proportion to their share of the paid up equity share of capital the Company.
- (m) The Board of Directors of the Company at their meeting held on 18th May, 2015 has appointed Mr.A.K.Labh, Practicing Company Secretary (FCS-4848/CP-3238 of M/s A. K. Labh & Co., Company Secretaries, Kolkata) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner, whose e-mail address is : [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com).

- (n) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared will be communicated to the stock exchanges and will also be hosted on the website of the company www.jayshreetea.com.
- (o) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. August 4, 2015.

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

##### **ITEM NO. 5**

The Board of Directors (based on the recommendations of Nomination and Remuneration Committee) had appointed Mr. Prashant Jhawar as Additional Director w.e.f. 18th May 2015. Mr. Prashant Jhawar (DIN 00353020) is a second generation entrepreneur and is the Chairman of Usha Martin Group. A graduate in Commerce, he completed a course for Strategic Alliances and Corporate Venturing from Wharton Business School. He also did a course in telecommunications and billing and customer care from Billing College, U.K.

Aged about 52 years, Mr. Jhawar holds 200 shares in the company. Directorships held in other companies:

Usha Martin Ltd.; Usha Martin Education & Solutions Ltd.; Usha Breco Ltd.; KGVK Rural Enterprises Ltd.; Redtech Networks India (P) Ltd.; Usha Breco Education Infrastructure Ltd.; Jhawar Venture Management Private Ltd.; PARS Consultancy & Services Pvt Ltd.; KGVK Social Enterprises Ltd.; KGVK Agro Ltd.; Usha Martin International Ltd. UK; Eppixcomm Tech Ltd. UK; Eppixcomm Tech (Pty) Ltd. SA; Usha Communication Technology Ltd. UK; Peterhouse Investments Ltd. BVI.

In opinion of the Board, Mr. Prashant Jhawar fulfills the conditions specified in the Companies Act 2013 and rules made thereunder for his appointment as an Independent Director of the company. Copy of draft Letter of Appointment of Mr. Jhawar as an Independent Director setting out terms and conditions would be available for inspection without any fee for the members at the registered office of the company during 10.00 a.m. to 3.00 p.m. on all working days.

The Board considered that his association would be of immense benefit to the Company and is desirable to avail services of Mr. Prashant Jhawar as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Prashant Jhawar as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Prashant Jhawar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

##### **ITEM NO. 6**

Mrs. Jayashree Mohta, aged about 64 years, holding 978270 shares is the Whole time Director designated as "Vice Chairperson" of the Company w.e.f. 1st April 2011. Mrs. Mohta holds a Bachelor degree in Arts. She has more than 21 years of experience in the Business Management, tea, sugar, chemicals and fertilizers industries and in particular, having perfect palate for tea tasting which guides in proper valuation of high value teas. She is actively involved in various educational institutions on pan India basis and development of art and culture in India. She is the Honorary Consul of Belgium of Kolkata.

Directorships held in other companies :

North Tukvar Tea Co.Ltd., Avadh Mercantile Co.Ltd., Gagan Services Pvt.Ltd., Sanjay Estates Pvt.Ltd., Universal Plastocrafts Pvt. Ltd. and Jayashree Finvest Pvt. Ltd.

Mrs. Jayashree Mohta was appointed as a Whole Time Director for a period of five years w.e.f 1st April, 2011 and her term will cease on 31.03.2016. In view of the vast experience and valuable contribution of Mrs. Jayashree Mohta towards the growth of the Company the Board in its meeting held on 18th May, 2015, as recommended by the Nomination and Remuneration Committee, subject to the approval of the members of the company in the Annual General Meeting has decided to re-appoint her as a Whole Time Director designated as "Vice-chairperson" of the Company for the further period of 3 years w.e.f 1st April, 2016 on the remuneration terms and conditions set out herein. Accordingly, this resolution is being proposed for the approval of the Shareholders:

A)	Remuneration (Salary, Perquisites & Allowances)	Not exceeding ₹ 120 lacs (Rupees one hundred twenty lac only) per annum. Perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable and at actual cost to the company in other cases.
B)	Termination	The appointment, notwithstanding three years tenure fixed w.e.f. April 1, 2016 as may be terminated by either party by giving three months notice in writing.
C)	Sitting Fee	No sitting fees shall be payable for attending the meetings of the Board of Directors or any Committee thereof.
D)	Others	As per company rules.

Notwithstanding anything hereinabove, where in any financial year during the tenure of office of Mrs. Jayashree Mohta the Company has no profits or its profits are inadequate, the Company will pay the aforesaid remuneration by way of salary and perquisites as Minimum Remuneration but not exceeding the limits specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

The overall remuneration of the Director including perquisites are well within the overall limits specified under Section 196, 197, 203 read with Schedule V of the Companies Act, 2013.

(None of the Directors, except Mrs. Jayashree Mohta herself and Mr. B. K. Birla, Mr. Vikash Kandoi, being the relative of Mrs. Jayashree Mohta are concerned or interested in the said resolution.

##### **ITEM NO. 7**

Mr. D. P. Maheshwari, is Managing Director of the company since 27th June, 2008. He was re-appointed in the Annual General Meeting held on 25th July, 2012 for a period of three years w.e.f 27 .06.2013 to 26.06.2016. So the tenure of Mr. D.P.Maheshwari is due to expire on 26.06.2016. He holds directorship in Vibhuti Vincom Pvt. Ltd. Mr. D. P. Maheshwari is about 67 years of age and holds 11348 shares. Keeping in view the qualification and vast experience of Mr. Maheshwari, the Board in its meeting held on 18th May, 2015, as recommended by the Nomination and Remuneration committee, subject to the approval of the members of the Company in the Annual General Meeting has decided to re-appoint him as the Managing Director of the Company for the further period of three years w.e.f 27.6.2016 to 26.06.2019 on the remuneration and terms and conditions set out herein. Accordingly this resolution is being proposed for the approval of the members.

#### **TERMS & CONDITIONS**

(i)	Period	3 years w.e.f. 27.6.2016 to 26.6.2019
(ii)	Salary	₹ 5,75,000/- to ₹ 8,00,000/- per month as may be determined by Nomination and Remuneration Committee from time to time.
(iii)	Perquisite	Perquisites shall be allowed in addition to salary as under :

<b>PART – A</b>		
(a)	Housing	Rent free accommodation or house rent allowance as per Rules of the Company.
(b)	Medical Reimbursement	Expenses incurred for self and family subject to a ceiling of one month's salary and mediclaim premium as per rules of the Company.
(c)	Leave Travel Concession	For self and family once in a year incurred in accordance with the rules of the Company.
(d)	Bonus	Bonus shall be payable as per rules of the Company.
(e)	Club Fees	Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fee
(f)	Personal Accident Insurance	Actual premium not exceeding ₹ 10,000/- per annum

PART – B		
i)	Company's contribution to Provident & Superannuation Fund	In accordance with the Schemes of the Company.
ii)	Gratuity	One half month's salary for each completed year of service as per rules of the Company.
iii)	Leave Encashment	Encashment of leave as per rules of the Company
PART-C		
i)	Car	Free use of Company's car with driver on company's business. Such use will not be considered as perquisites. Personal use of the company's car will be billed.
ii)	Telephone	Use of telephones (including Mobile) on business. Such use will not be considered as perquisites.
iii)	Termination of Appointment	The appointment may be terminated by either party giving three months prior notice.

Notwithstanding anything hereinabove, where in any financial year during the tenure of office of Mr. D.P.Maheshwari the Company has no profits or its profits are inadequate, the Company will pay the aforesaid remuneration by way of salary and perquisites as Minimum Remuneration but not exceeding the limits specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

The overall remuneration of the Director including perquisites are well within the overall limits specified under Section 196, 197, 203 read with Schedule V of the Companies Act, 2013.

(None of the Directors, except Mr. D.P.Maheshwari is concerned or interested in the said resolution.)

**Information in terms of Schedule V to the Companies Act, 2013 for seeking approval of the shareholders are given here below :**

I GENERAL INFORMATION	
1. Nature of Industry	Cultivation of tea and manufacturing of tea, chemicals & fertilizers, sugar and warehousing activities.
2. Date of commencement of commercial production	The Company is in manufacturing operation since 1945.
3. In case of new companies, expected date of commencement of activities as per project approved by financial Institution appearing in the prospectus	Not applicable
4. Financial performance based on given Indicator	As per Audited Financial Results for the year ended :

(₹ In lacs)

	31.3.2015	31.3.2014	31.3.2013
Revenue from operations (Net)	68471	69951	66947
Profit/(Loss) before interest, depreciation & tax (PBIDTA)	3173	5934	9124
Interest (Net)	3929	4203	2510
Profit/(Loss) before Depreciation & Tax (PBDT)	(756)	1731	6614
Depreciation/Amortization	1359	1518	1310
Profit/(Loss) before Tax (PBT)	(2115)	213	5304
Provision for Tax	(213)	(121)	1297
Profit/(Loss) after Tax (PAT)	(1902)	334	4007

5. Foreign Investment or collaborators, If any :	The Company has joint venture operation for two of its tea estates at Rwanda and has acquired 100% stake in tea companies owning two estates in Uganda.
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## II. INFORMATION ABOUT THE APPOINTEES:

### a) Mrs. Jayashree Mohta

#### 1. Background details :

Mrs. Jayashree Mohta, aged about 64 years, holds a Bachelor degree in Arts. She is on Board of Company since 17th June 1992. The Board in its meeting held on 14.2.2011 appointed Mrs. Jayashree Mohta as Whole-time Director designated as "Vice Chairperson" of the Company w.e.f 1st April 2011.

#### 2. Past remuneration :

Remuneration paid during last 3 years

2012-13	₹	84 lacs
2013-14	₹	90 lacs
2014-15	₹	90 lacs

#### 3. Recognition or Awards :

The company under her stewardship developed international market for tea getting accolades in international arena.

#### 4. Job profile and suitability :

Mrs. Jayashree Mohta has been entrusted with the responsibilities to manage the affairs of the company on a day to day basis. She has been rendering services to the company in relation to development of its tea plantation, tea exports, chemical, sugar and other operations. She has perfect palate for tea tasting which guides in proper valuation of high value teas and improved tea sales realization.

#### 5. Remuneration Proposed :

The proposed remuneration is within the limit set out under Section 196, 197, 203 read with Schedule V of the Companies Act, 2013.

#### 6. Comparative remuneration profile with respect to industry, size of the company, profile of the Position and person :

Remuneration of Chief Executive Officers in the industry in general has gone up manifold in past few years. It is not possible to find out comparative remuneration in the industry with respect to profile of the position with respect to diversified activities of the company tea, chemicals & fertilizers and sugar segments. The remuneration to Mrs. Jayashree Mohta is purely based on merits.

#### 7. Pecuniary relationship directly or indirectly with the company relationship with the managerial personnel :

Mrs. Jayashree Mohta has no pecuniary relationship with the Company other than her remuneration as Whole Time Director. She is related to Mr. B.K.Birla and Mr. Vikash Kandoi within the meaning of Section 2 of the Companies Act, 2013.

### b) Mr. D.P.Maheshwari

#### 1. Background details :

Mr. D.P.Maheshwari aged about 67 years is a Commerce Graduate. He is with the company since 1967. He is the senior most executive of the company and is the Managing Director since 27.06.2008.

#### 2. Past remuneration :

(₹ in '000 )

	31.03.2015	31.03.2014	31.03.2013
Salary	6900	6300	5400
Perquisites	2478	2357	2293
Contribution to P.F. and Superannuation Fund	1863	1701	1458
<b>Total</b>	<b>11241</b>	<b>10358</b>	<b>9151</b>

#### 3. Recognition or Awards :

Mr.D.P.Maheshwari started his career from Sholayar Estate, way back in 1967 and has held various positions in the industry organizations starting from District Planters Association as Chairman of Annamalai Planters Association, State Planters Association as Chairman of Planters Association of Tamilnadu and has held the post of President of United Planters' Association of Southern India (UPASI) Tea Committee for five years. He has been



Member of Tea Board for five years and also had been the Vice-Chairman of Tea Board for the year 2008-09. Mr. Maheshwari was the President of Tea Association of India.

**4. Job profile and suitability :**

Mr.D.P.Maheshwari, the Managing Director is entrusted with the powers and authorities to manage the affairs of the company on a day to day basis subject to superintendence, direction and control of the Board of Directors. He is an experienced planter and have extensive knowledge of tea industry. His experience at various levels has helped him to successfully manage the affairs of the company for last several years.

**5. Remuneration Proposed :**

The proposed remuneration is within the limit set out under Section 196, 197, 203 read with Schedule V of the Companies Act,2013.

**6. Comparative remuneration profile with respect to industry, size of the company, profile of the Position and person.**

Remuneration of Chief Executive Officers in the industry in general has gone up manifold in past few years. It is not possible to find out comparative remuneration in the industry with respect to profile of the position with respect to diversified activities of the company tea, chemicals & fertilizers and sugar segments. The remuneration to Mr. D.P.Maheshwari is purely based on merits.

**7. Pecuniary relationship directly or indirectly with the company relationship with the managerial personnel:**

Mr. D. P. Maheshwari has no pecuniary relationship with the Company other than his remuneration as Managing Director. There is no managerial personnel related to Mr. D.P.Maheshwari.

**III OTHER INFORMATION :**

**1. Reasons of loss or inadequate profits:**

The company operates in tea, sugar and fertilizers. Tea and sugar industry is passing through a difficult phase. Cost of inputs have gone up considerably without any corresponding increase in sale price due to factors beyond the control of the management.

The profitability over the last 5 years is given below:

Year	Profit/(Loss) after Tax (₹ in lacs)	Dividend Percentage (%)
2010-11	4631	60%
2011-12	1432	60%
2012-13	4007	80%
2013-14	334	40%
2014-15	(1902)	20%

**2. Steps taken or proposed to be taken for improvement :**

The company is taking continuous steps for improvement in quality of tea. Cost control measures have been initiated at fertilizer and sugar units. These measures should help in better price realisation of tea and improvement in efficiency of fertilizer and sugar units.

**3. Expected increase in productivity and profits in measurable terms:**

All the company's gardens are producing quality teas. The Company's gardens are included amongst the top gardens in the areas of their operation. The yields are improving gradually with stress on quality. This should increase our profit margin substantially.

**Registered & Head Office :**

"Industry House"  
10, Camac Street, Kolkata 700 017  
the 18th day of May, 2015

**IV DISCLOSURES**

**1. Disclosure under Corporate Governance in the Board of Directors' Report**

The details of sitting fees paid to the Directors and remuneration package payable alongwith relevant details payable to Mrs. Jayashree Mohta and Mr. D.P.Maheshwari has been mentioned hereinabove in the Report of Corporate Governance attached to the Director's Report. There is no severance fee or stock option to either of them. The period of appointment and remuneration to them is as per approval of Annual General Meeting resolution. The appointment may be terminated by either party giving the other three months notice.

**ITEM NO. 8 & 9**

The Shareholders at the 67th Annual General Meeting of the Company held on 29th July 2013 had accorded their consent to the Board under erstwhile Section 293(1)(d) of the Companies Act, 1956 for borrowing in excess of the aggregate of the company's paid up capital and free reserves, subject to a limit of ₹ 500 crore (Rupees five hundred crore) over and above the aggregate of the paid up capital of the company and its free reserves.

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors of a Company shall not borrow money in excess of the Company's paid-up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the Ordinary course of business, except with the consent of the Company accorded by way of a Special Resolution.

In view of the same it would be prudent to obtain consent of the Shareholders to borrow monies subject to a limit of ₹ 700 crore (Rupees Seven Hundred Crore) in addition to the aggregate of the Company's paid-up share capital and its free reserves. The Resolution No. 8 as above is to obtain consent of the shareholders for this purpose. The proposed borrowings of the Company, may, have to be secured by way of mortgage/charge on immoveable properties and/or hypothecation of the moveable properties of the Company both present and future, as may be agreed to with the concerned banks or financial/investment institutions or any other party.

Since the mortgage and/or charge/hypothecation to be created as aforesaid may attract the provision of Section 180(1)(a) of the Companies Act, 2013, it is deemed advisable to obtain the approval of the members by way of a Special Resolution under the provisions of the said Act. The Directors accordingly commend the resolutions in item nos. 8 & 9 of the accompanying notice for the approval of the members.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at item Nos. 8 & 9.

**ITEM NO. 10**

The Board on the recommendation of the Audit Committee has approved the appointment of M/s. D. Sabyasachi & Co., Cost Auditors to audit cost records of tea, chemicals and sugar units of the company for the financial year ending 31st March 2016 at a remuneration of ₹ 1,00,000/- (Rupees one lac only).

As per Section 148 of the Act, the remuneration payable as above is to be ratified by the shareholders. Accordingly, the consent of the members is sought for passing the said resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in Item No. 10.

The Board recommends the resolution for your approval.

By Order of the Board  
For **JAY SHREE TEA & INDUSTRIES LIMITED**  
**R. K. Ganeriwala**  
(President, CFO & Secretary)

## JAY SHREE TEA & INDUSTRIES LTD.

Registered Office: "Industry House" 15th Floor, 10, Camac Street, Kolkata - 700 017

CIN: L15491WB1945PLC012771 • Website: www.jayshreetea.com

Email: shares@jayshreetea.com • Phone: 033-22827531-4 • Fax: 033-22827535

### ATTENDANCE SLIP

Name of the Member(s) :

Registered Address :

FolioNo /Client ID No. & DP ID

No. of Share(s) held

I/We hereby record my/our presence at the **69th Annual General Meeting of Jay Shree Tea & Industries Ltd. held on Tuesday, the 4th August, 2015 at 10:30 a.m. at "Kala Kunj", 48, Shakespeare Sarani, Kolkata 700 017**

.....  
Name of the Shareholder/Proxy  
(in capital letters)

.....  
Signature of Shareholder/Proxy

**Note :** Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip properly and hand it over at the entrance of the meeting venue.

## JAY SHREE TEA & INDUSTRIES LTD.

Registered Office: "Industry House" 15th Floor, 10, Camac Street, Kolkata - 700 017

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### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014]

**69th Annual General Meeting to be held on Tuesday, the 4th August, 2015 at 10:30 a.m. at "Kala Kunj", 48, Shakespeare Sarani, Kolkata 700 017**

Name of the Member(s) :

Registered Address :

E-mail ID :

FolioNo /Client ID No. & DP ID

I/We, being the member(s) of ..... Shares of the above named company, hereby appoint

1. Name : .....

Address : .....

E-mail Id : ..... Signature: ....., or failing him

2. Name : .....

Address : .....

E-mail Id : ..... Signature: ....., or failing him

3. Name : .....

Address : .....

E-mail Id : ..... Signature: ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 69th Annual General Meeting of the Company, to be held on Tuesday, the 4th August, 2015 at 10.30 a.m. at "Kala Kunj" 48, Shakespeare Sarani, Kolkata 700 017 and at any adjournment thereof in respect of such resolutions as are indicated below :

P.T.O.

Resolution No.	Particulars	Optional	
Ordinary Business		For	Against
1	Adoption of Annual Financial Statements for the year ended March 31, 2015		
2	Approval of Dividend		
3	Re-appointment of Mr.B.K.Birla, who retires by rotation.		
4	Ratification of appointment of M/s Singhi & Co., Chartered Accountants, Statutory Auditors of the Company.		

Resolution No.	Particulars	Optional	
Special Business		For	Against
5	Appointment of Mr.Prashant Jhawar as an Independent Director of the company for an initial period of five years		
6	Re-appointment of Mrs.Jayashree Mohta, a whole time Director, designated as Vice Chairperson for a period of three years.		
7	Reappointment of Mr.D.P.Maheshwari, Managing Director from 27.6.2016 to 26.6.2019.		
8	To Borrow money upto Rs. 700 crore over & above the aggregate of the paid up share capital & free reserves of the Company u/s 180(1)(c) of the Companies Act, 2013		
9	For creation of Security u/s 180(1)(a) of the Companies Act, 2013.		
10	Approval of the remuneration of the Cost Auditor for the year 2015-16		

Signed this ..... day of ..... 2015.

Signature of Shareholder :

Signature of Proxy holder(s):

Affix  
Revenue  
Stamp

- Note :**
- This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
  - A Proxy need not be a member of the Company.**
  - For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 69th Annual General Meeting.
  - A person can act as a proxy on behalf of member(s) not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not acts as a proxy for any other person or shareholder.