



# **ANNUAL REPORT & ACCOUNTS**

## **2014-2015**



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**28<sup>th</sup>**  
**Annual Report & Accounts**  
**2014-2015**



## **BOARD OF DIRECTORS**

### CHAIRMAN

Shri S. L. Agarwalla

### DIRECTORS

Shri S. K. Agarwal  
Shri L. K. Behani  
Dr. H. P. Bezboorah  
Shri Gopal Mitruka  
Shri Paritosh Ghiraiya  
Shri Sandeep Agarwal  
Smt Mamy Ghosh

### AUDITORS

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

### BANKERS

State Bank of Bikaner & Jaipur  
Bank of India  
Axis Bank Ltd.

### SHARES TRANSFER DEPARTMENT

S. K. Info Solutions Pvt. Ltd.  
34/1A, Sudhir Chatterjee Street  
Kolkata - 6

### REGISTERED OFFICE

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

### GARDEN

Fatapukur, Dist. Jalpaiguri  
(West Bengal)

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## NOTICE

To  
The Members

NOTICE is hereby given that the 28th Annual General Meeting (AGM) of the Members of the company will be held on Wednesday, 30th September at 10 A.M at the Meeting Hall of Hotel Embassy, Siliguri -734001 to transact the following business:

### **Ordinary Business:**

1. To consider and adopt the Audited Accounts of the Company, as at 31st March, 2015 and the report of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Sandeep Agarwal, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Lalit Kumar Behani, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Mamy Ghosh, who retires by rotation and being eligible offers himself for re-appointment.
4. To ratify the appointment of Auditor and to fix their remuneration. In this regard to consider and if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution.

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/S Manoj Kumar Goyal, Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting to be held for the financial year 2016-17

Regd. Office:  
33 M G Road,  
Siliguri 734005

By Order of the Board

Samarlal Agarwala  
Director

Date: 25/08/2015

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING
- 2) The Register of Members and Share Transfer Books of the company will remain closed from 24th September 2015 to 27th September, 2015 (both days inclusive).
- 3) The Members/Representatives/Proxy (ies) is requested to bring attendance slip, as enclosed, duly filled in, together with their copy of Annual Report and notice convening the Annual General Meeting.
- 4) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 5) Corporate members intending to send their authorized representatives to attend the Annual General Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
- 6) Shareholders seeking any information with regard to the Accounts are requested are requested to write to the company at least seven days in advance so as to enable the Management to keep the information ready at the Annual General Meeting.
- 7) Electronic copy of the Annual Report for 2014-15 and Notice of the 28th Annual General Meeting of the Company interalia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all such members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 28th Annual General Meeting of the Company interalia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of 28th Annual General Meeting and Annual Report for 2014-15 will also be available on Company's website at [www.bansisonstea.in](http://www.bansisonstea.in) for their download.
- 8) Members who have not registered their e-mail addresses so far are requested to register their e-

mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

- 9) Voting through electronic means
- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company is pleased to provide members, the facility to exercise their right to vote by electronic means at the 28th Annual General Meeting (AGM) and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
- i) Open email and open PDF file viz, "Bansisons Tea Industries Limited e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and Password/PIN for e-voting. Please note that the password is an initial password.
  - ii) Launch internet browser by typing the following URL <https://www.evoting.nsdl.com>
  - iii) Click on Shareholder - Login
  - iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.<sup>3</sup>
  - v) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - vi) Password Change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vii) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
  - viii) Select the "EVEN" (E-Voting Event Number) of Bansisons Tea Industries Limited.
  - ix) Now you are ready for e-voting as Cast Vote page opens.
  - x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when

prompted.

- xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xiii) Institutional shareholders (i.e other than individuals, HUF, NRI etc. ) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to [kabkol@yahoo.com](mailto:kabkol@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants or requesting physical Copy].
- i) Initial password is provided as below/at the bottom at the Attendance Slip for the AGM: EVEN (E-Voting Event Number) USER ID PASSWORD/PIN
  - ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-voting user manual for Shareholders available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- General Instructions
- a) The remote e-voting period commences on 27th September 2015 from 10:00 A.M (IST) and ends on 29th September 2015 5:00 P.M (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) i.e. 23rd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Further, members who have previously cast their vote electronically shall not be allowed to vote again at the meeting.
  - b) A member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM.
  - c) The facility for voting through ballot will also be made available at AGM, and member attending

AGM who have not cast their vote by remote e-voting will be able to exercise their right at AGM. Shareholders who have not cast their vote electronically by remote e-voting may only cast their vote at the AGM through ballot paper.

- d) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 23rd September, 2015
- e) The Board of Directors of the company at their meeting held on 24th August, 2014 has appointed Monalisa Datta, Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner, whose e-mail address is: pcsmonalisa14@gmail.com.
- f) The results of voting will be announced within 2 days of passing resolution at the Annual General Meeting of the company to be held at Meeting Hall of Hotel Embassy, Siliguri on Wednesday, 30th September at 10:00 AM. The results of the voting will be communicated to the stock exchanges and also be hosted on the website of the company [www.bansisonstea.in](http://www.bansisonstea.in)

By Order of the Board

Place: Siliguri  
Date: 25/08/2014

S.L. Agarwalla  
Director

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

Dear Shareholders,

Yours Directors present herewith your Company's Twenty Eight Annual Report together with the Audited Accounts for the year ended 31st March 2015.

### Financial Result

(Rupees in Lakhs)

Particulars	As at 31st March	As at 31st March
	2015	2014
• Net Sales / Income from operations	146.65	126.67
• Other Income Interest (Net)	112.65	0.00
• Total Expenditure	146.46	121.35
• Gross Profit/(loss) after interest but before Depreciation & Taxation	112.85	5.31
• Depreciation	5.85	1.77
• Profit/(loss) for the year after Depreciation	106.99	3.55
• Profit/(loss) before Tax	106.99	3.55
• Provision for Taxation	0.00	0.00
• Current year Taxation	0.71	0.00
• Profit/(loss) after Tax	106.28	3.55
• Paid-up Equity Share Capital	619.75	619.75
• Reserves excluding Revaluation	0.00	0.00

### MANAGEMENT DISCUSSION AND ANALYSIS:

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

### PROGRESS & FUTURE OUTLOOK

During the Financial Year 2014-2015, the company has accelerated its activities. The Directors are confident of improving the company's business during the Financial Year 2015-2016 under the improved economic scenario of the Country and expects the same to contribute favorably to the bottom line.

### DIVIDEND

Considering the operational needs of the company, your Directors have decided to strengthen the intrinsic financial position of the Company. Hence, no Dividend has been recommended for the year under review.

## *Directors Report (Contd....)*

### **NUMBER OF MEETINGS OF THE BOARD**

There were 7(Seven) Board Meetings held during the FY 2014-15. The dates on which the meetings were held i.e. 29-04-2014, 29-05-2014, 14-08-2014, 14-09-2014, 30-09-2014, 14-11-2014 & 12-02-2015

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Pursuant to the Provisions of the Section 152(6)(d) of the Companies Act, 2013, Sri Sandeep Agarwal, Sri Lalit Kumar Behani and Mamy Ghosh retires by rotation and being eligible offers himself for re-appointment.

### **DIRECTORS' RESPONSIBILITY STATEMENT :**

Your Directors wish to inform members that the Audited Accounts containing Financial Statements for the year ended 31st March, 2015 reflect true & fair view, the form and substance of transactions carried out during the year and reasonably present the Company's financial condition and results of operation.

Your Directors further confirm that:

In the preparation of the Annual Accounts:

1. the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for the year.
3. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. the directors have prepared the annual accounts on a going concern basis.
5. the directors has laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
6. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate & operating effectively.



*Directors Report (Contd....)*

## **SUBSIDIARY COMPANY**

The Company has no subsidiaries, within the meaning of Section 2(87) of the Companies Act, 2013.

## **EXTRACT OF ANNUAL RETURN**

The details of the extract of the Annual Return in form MGT 9 is annexed herewith and forms part of this report. (Annexure I).

## **AUDITORS :**

M/s. Manok Kumar Goyal, Chartered Accountants, were re-appointed as the Statutory Auditors at 27th Annual General Meeting for the term of 5 years. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every Annual General Meeting.

## **AUDITORS' REPORT**

The observations made in the Auditors' Report are self-explanatory and do not call for any further explanation.

## **ENERGY, TECHNOLOGY & FOREIGN EXCHANGE**

Information pursuant to Section 134(3)(m) read with Rule 8 of the Companies Act, 2013 are not applicable to the Company and there has been no foreign exchange earning or expenditure incurred during the year.

## **SECRETARIAL AUDIT REPORT**

As per the provision of section 204 of Companies Act, 2013, Miss Varsha Rani Agarwal (ACS -36228), a Practicing Company Secretary is appointed as a Secretarial Auditor of the Company. The Secretarial Audit Report for Financial Year 2014-15 is annexed herewith and forms part of this report. (Annexure II). No adverse remarks have been made in the said report by the Practicing Company Secretary.

## **DEPOSITS**

During the year under report, the Company has not accepted any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 and rule framed.

## **RELATED PARTY TRANSACTIONS DURING THE YEAR**

### *Directors Report (Contd....)*

There are no related party transactions during the year.

### **AUDIT COMMITTEE**

The company has Audit Committee as set in Section 177(8) of the Companies Act, 2013 and the composition of Audit Committee include Sri Gopal Mitruka, Sri Sandeep Agarwal, Sri Lalit Kumar Bihani.

### **NOMINATION & REMUNERATION COMMITTEE**

The Company has constituted Nomination & Remuneration committee as set in Section 178 of the Companies Act, 2013. The composition of Nomination & Remuneration Committee include Mamy Ghosh, Sri S.L.Agarwalla, Sri Paritosh Ghiraiya.

### **RISK MANAGEMENT POLICY**

The Board has adopted and implemented Risk management Policy.

### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has in place an Anti-harassment policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There were no complaints received during the financial year 2014-15.

### **DECLARATION BY INDEPENDENT DIRECTOR**

Declaration by independent Directors pursuant to Section 149 sub-section 6 is annexed herewith and forms part to this report

### **LISTING**

The Company is listed on the following stock exchanges

The Stock Exchange, Mumbai  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400 001

The Calcutta Stock Exchange Limited  
7, Lyons Range  
Kolkata - 700 107

Madras Stock Exchange Ltd  
Exchange Building, Post Box No.183  
11, Fourth Line Beach,  
Chennai - 600 001

Jaipur Stock Exchange  
Stock Exchange Building,  
JLN Marg, Malviya Nagar  
Jaipur-302017

Depositories for Equity Shares : NSDL

### *Directors Report (Contd....)*

The Company has paid the Annual Listing Fees for the financial year 2015-16 to the stock exchanges.

### **CORPORATE GOVERNANCE REPORT**

Your Company has always been committed to the best practices in the governance of its affairs. The Board is taking efforts to comply the same. Kindly refer to Annexure "III" to Directors Report. The Auditor Certificate on compliances with the Mandatory requirements of Corporate Governance is given in Annexure "II" to this report

### **ACKNOWLEDGEMENT**

Your Directors wish to place on record their appreciation for the co-operation received by the company from Bankers, employees and officers of the company.

Place : Siliguri  
Date : 25th August, 2015

By Order of The Board  
**Sd. S. L. Agarwalla**  
Director

## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY

"Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organization's wealth generating capacity". Ethical leadership is good for business as the organization is seen to conduct its business in line with the expectations of all stakeholders. The Company, BANSISONS TEA INDUSTRIES LIMITED believes in adopting the Best Global Practices in the area of Corporate Governance and follows the principles of full transparency and achieving high level of accountability, efficiency, responsibility and formalities and fairness in all areas of operation. Our workplace is committed towards the protection of the stakeholder's viz. shareholders, creditors, investors, customers, employees etc. Our policies consistently undergo improvement keeping in mind our goal of maximization of values of all the stakeholders.

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

### 2. BOARD OF DIRECTORS

The current policy is to have appropriate mix of Independent and Executive Director to maintain the independence of the board and to separate its function of governance and management.

#### (i) Composition

The Board of Directors of your Company consists of 8 Directors - Mr. S. L. Agarwalla is the Chairman of Board and 4 independent non-executive Directors as on 31st March 2015. The Board has optimum combination of executive and non-executive Directors and more than one-third of the Board comprises of independent Directors.

#### (ii) Attendance of each Director at the Board Meetings and the last AGM.

7 Board Meetings were held during the year 2014-2015. The dates on which the meetings were held i.e. 29-04-2014, 29-05-2014, 14-08-2014, 14-09-2014, 30-09-2014, 14-11-2014 & 12-02-2015.

#### (iii) Particulars of Directors and others Directorship and positions held in Board committees of the Companies:

Name of the Director	Category	No. of other Directorship	No. of Committees In which	No. of Board Meetings	Whether attended last
Mr. S. L. Agarwalla	Chairman	Nil	1	7	Yes
Mr. S. K. Agarwal	Executive	1	1	7	Yes
Dr. H.P. Bezboorah	Executive	6	NIL	NIL	No
Mr. Sandeep Agarwal	Executive	Nil	NIL	7	Yes
Mr. Paritosh Ghiraiya	Independent Non- Executive	Nil	1	6	No
Mr. Gopal Mitruka	Independent Non- Executive	Nil	1	7	No
Mr. Lalit Kumar Bihani	Independent Non- Executive	Nil	2	7	No
Smt. Mamy Ghosh	Independent Non- Executive	Nil	1	6	No

### 3. Audit Committee:

The Audit committee formed is instrumental in overseeing the financial reporting besides reviewing the Quarterly, Half Yearly, Annual financial results of the company; it reviews company's financial and risk management policies and the internal control systems, internal audit systems etc.

The Committee will inter alia:

- Ensure the preservation of good Financial Practices throughout the company.
- Monitor that Internal Controls are in force to ensure the integrity of financial performances reported to shareholders.
- Provide by way of regular meetings a line of communication between the Board and the Statutory and Internal Auditors.
- Consider the appointment of the Statutory Auditors and the head of Internal Audit/ outsourced Internal Auditors (who will have direct access to committees chairman). It will consider and recommend to the Board the remuneration of the Statutory Auditors.
- Discuss the Audit plans with both the Statutory and Internal Auditors before the commencement of Audit and ensure Co-ordination between them.
- Review the interim and full year financial statements with the management and Auditor before recommending to the Board.

## Directors Report (Contd....)

- Discuss with the Statutory Auditors their concerns, if any, arising from the Audits (in management's absence where necessary); Review the Auditors management letters and managements responses.
- Review reports of the Internal Auditors and managements responses thereto. It will also consider the findings of internal investigation and managements responses thereto.
- Review the Company's financial control system including those of treasury. In particular, it will periodically review:
  - (a) The procedures for identifying the business risks (including financial risks) and controlling their financial impact on the company;
  - (b) The Company's policies for preventing or detecting fraud;
  - (c) The Company's policies for ensuring compliance with the relevant regulatory and legal requirements and operational effectiveness of the policies and procedures.
- Reviewing with the management the performance of the Statutory and Internal Auditors, adequacy of the internal control system.
- Discussions with the Internal Auditors any significant findings and follow up thereon.
- Reviewing the adequacy of Internal Audit function.

Composition of Members & Chairpersons, Meetings and Attendance:

<b>MEETINGS AND ATTENDANCE UPTO MARCH 31, 2015</b>						
Sl.No	Members	Designation	Date of Meeting & Members Attended			
			29 /04 /2014	18/08/2014	14/11/2014	12/02/2015
1	<b>Gopal Mitruka</b>	Chairman	YES	YES	YES	YES
2	<b>Sandeep Agarwal</b>	Member	YES	YES	NO	YES
3	<b>Lalit Kumar Bihani</b>	Member	YES	YES	YES	YES

## 4. NOMINATION & REMUNERATION COMMITTEE :

- The terms of reference of the Committee are as follows:
  - a) To determine and recommend to the Board Of Directors the remuneration package of the Managing Director and whole time Directors including periodical revisions therein
  - b) To approve, in the event of loss or inadequate profits in any year, the minimum remuneration payable to the Managing Director and Whole time Directors within the limits and subject to the parameters prescribed in Part II , Section II of schedule V to the Companies Act, 2013.

## Directors Report (Contd....)

- Compositions of Members & Chairpersons, Meetings and Attendance:

<b>MEETINGS AND ATTENDANCE UPTO MARCH 31, 2015</b>				
<b>Sl.No</b>	<b>Members</b>	<b>Designation</b>	<b>Date of Meeting &amp; Members Attended</b>	
			<b>29/04/2014</b>	<b>12/02/2015</b>
1	<b>Mamy Ghosh</b>	Chairman	YES	YES
2	<b>S. L. Agarwalla</b>	Member	YES	YES
3	<b>Paritosh Ghiraiya</b>	Member	NO	YES

- Remuneration Policy:  
The Remuneration of the Managing Director and Wholtime Directors is determined by the Board within the statutory limits subject to the Shareholders' approval in a General Meeting and on the basis of remuneration of the Remuneration Committee
- Details of Remuneration paid to any Directors:
  - (a) No Remuneration was paid to any Directors
  - (b) No sitting fees were paid to any Director

## 5. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE :

- The Committee deals in matters relating to:
  - (a) Transfer and Transmission of Shares.
  - (b) Issues of Duplicate Share Certificate.
  - (c) Review of Dematerialized Shares.
  - (d) Redressal of Shareholders grievances.
  - (e) Other matter related to Shares.

- Compositions of Members & Chairpersons , Meetings and Attendance:

<b>MEETINGS AND ATTENDANCE UPTO MARCH 31, 2015</b>						
<b>Sl.No</b>	<b>Members</b>	<b>Designation</b>	<b>Date of Meeting &amp; Members Attended</b>			
			<b>14/05/2014</b>	<b>05/09/2014</b>	<b>17/12/2014</b>	<b>19/03/2015</b>
1	<b>S.K. Agarwal</b>	Chairman	YES	YES	YES	YES
2	<b>Sandeep Agarwal</b>	Member	No	YES	YES	YES
3	<b>Lalit Kumar Bihani</b>	Member	YES	No	YES	YES

- Complaints received/Not resolved: Nil
- Pending Share Transfer or Complaints as on 31st March, 2015: Nil

## 6. GENERAL BODY MEETINGS:

- Location and time of last three Annual General Meetings were as under:

Sl.No	Financial Year	Date of AGM	Time	Venue
1	31.03.2014	30.09.2014	10.00 a.m.	Hotel Embassy , Siliguri
2	31.03.2014	30.09.2014	10.00 a.m.	Hotel Embassy , Siliguri
3	31.03.2014	30.09.2014	10.00 a.m.	Hotel Embassy , Siliguri

## 7. DISCLOSURES

A. Disclosure on materially significant related party transactions i.e. transactions of the company of material nature with its promoters, the directors or the management's, their subsidiaries or relatives etc. that may have potential conflict with the interests of the company at large :

B. There were no cases of non-compliances with the Stock Exchanges or SEBI regulations, nor any cases of penalties or strictures imposed by any Stock Exchange or SEBI or any other Statutory Authority for any violation related to the capital markets, during the last three years.

## 8. MEANS OF COMMUNICATIONS :

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

## 9. GENERAL SHAREHOLDERS INFORMATION :

- Annual General Meeting  
Date : 30-09-2015  
Time : 10.00 a.m.  
Venue : Meeting Hall of Hotel Embassy, Siliguri-734001 (W.B.)
- Financial Year  
1st April, 2014 to 31st March, 2015
- Financial Calendar  
(Tentative for the year 2015-2016)

Publication of Unaudited results for the Quarter ending June 30, 2015	: Last Week of July, 2015
Publication of Unaudited results for the Quarter ending September, 2015	: Last Week of October, 2015
Publication of Unaudited results for the Quarter ending December, 2015	: Last week of January, 2016
Publication of Unaudited results for the Quarter ending March, 2016	: Last week of April, 2016
Publication of Audited Accounts for the Year ending March, 2015	: Last week of July, 2015
Annual General Meeting for the Year ending March 31, 2016	: September, 2016



- Dates of Book Closure : 24/09/2015 to 27/09/2015 (both days inclusive)
- Dividend Payment Date(s) : Not Applicable as the Board has recommended any Dividend.

● Listing on Stock Exchanges at :  
The Stock Exchange, Mumbai  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400 001

The Calcutta Stock Exchange Limited  
7, Lyons Range  
Kolkata - 700 107

Madras Stock Exchange Ltd  
Exchange Building, Post Box No.183  
11, Fourth Line Beach,  
Chennai - 600 001

Jaipur Stock Exchange  
Stock Exchange Building,  
JLN Marg, Malviya Nagar  
Jaipur-302017

Depositories for Equity Shares : NSDL

The Company has paid the Annual Listing Fees for the financial year 2015-16 to the stock exchanges.

- Stock Code :  
The Stock Exchange, Mumbai : 19353
- Market Price Data : The Shares of the Company was not Quoted
- Demat ISIN Number in NSDL : INE 856E01019
- Registrar and Share Transfer Agents : M/s. S. K. Infosolutions Pvt. Ltd.  
34/1A, Sudhir Chatterjee Street,  
Kolkata - 700 006
- Share Transfer System : The applicant for Transfer, Transmission etc.  
are received by the Company at the registered  
office of the company situated in Siliguri.

#### **Distribution of Shareholding (as on 31.03.2015)**

Category	For the year 2014-2015
	% of Shares Held
Promoter	35.42%
Public	63.86%
Corporate Bodies	0.72%
Total	100.00%

- Dematerialization of shares and Liquidity : 6.29%
- Plant Location : The Garden is Located at Fatpukur,  
Dist. Jalpaiguri, W.B.
- Address for correspondence : 33, M.G. Road, Siliguri-734005

## 8. Means of Communication:

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

## 9. General Shareholder information:

- |        |  |   |
|--------|--|---|
| (i)    | AGM Date & Time:<br>Venue:   | 30 <sup>th</sup> September, 2015 at 10.00 a.m.<br>Meeting Hall of Hotel Embassy, Siliguri- 734001 |
| (ii)   | Financial Year:  | 1 <sup>st</sup> April 2014 to 31 <sup>st</sup> March 2015   |
| (iii)  | Financial Calendar:  | (Tentative) for the Year 2015-2016  |
|        | Publication of Unaudited results for the Quarter ending June 2015      | Last week of July 2015  |
|        | Publication of Unaudited results for the Quarter ending September 2015 | Last week of October 2015   |
|        | Publication of Unaudited results for the Quarter ending December 2015  | Last week of January 2016   |
|        | Publication of Unaudited results for the Quarter ending March 2016     | Last week of April 2016   |
|        | Publication of Audited Accounts for the Year ending March 2015         | Last week of July 2015  |
|        | Annual General Meeting for the Year ending March 2016                  | September 2016  |
| (iv)   | Date of Book Closure:  | 24 <sup>th</sup> September 2015 to<br>27 <sup>th</sup> September 2015 (both days inclusive)       |
| (v)    | Dividend Payment Date(s):  | Not Applicable as the Board has not recommended any Dividend.                                     |
| (vi)   | Listing on Stock Exchange:   |   |
|        | * The Stock Exchange, Mumbai   |   |
|        | * The Calcutta Stock Exchange Association Ltd.                         |   |
|        | * Madras Stock Exchange  |   |
|        | * Jaipur Stock Exchange  |   |
|        | The Company has paid the Listing Fees for the Year ended 2014-2015.    |   |
| (vii)  | Stock Code:  | The Stock Exchange Mumbai – 19353   |
| (viii) | Market Price Data:   | The Shares of the Company was not quoted.   |

(ix) Demat ISIN Number:	National Securities Depository Limited INE 856E01019
(x) Registrar and Transfer Agents:	S. K. Info Solutions Pvt. Ltd. 34/1A, Sudhir Chatterjee Street Kolkata-700006
(xi) Share Transfer System: by the company at its registered	The application for transfer, Transmission etc. are received office address at Siliguri.
(xii) Share Holding Pattern:	Promoters: 35.42 % Public: 63.86 % Corporate Bodies: 00.72%
(xiii) Dematerialization of Shares and Liquidity :	6.20 %
(xiv) Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments and their likely impact on equity:	As on date there are no outstanding warrants or convertible instruments. The Company has not issued any GDR/ADR.
(xv) Plant Locations:	The Garden is located at Fatapukur, Dist: Jalpaiguri, W.B.
(xvi) Address of Correspondence:	33, M.G.Road, Siliguri- 734005

### **DECLARATION**

It is hereby declared that all the Board Members, Senior Management and Employees of the Company have affirmed adherence to and compliance with the "Code of Conduct" laid down by the Company as on 1st April, 2014.

For Bansions Tea Industries Limited

Place: Siliguri

Date: 25th August, 2015

Sd. S. L. Agarwalla  
Chairman

## ANNEXURE II

### SECRETARIAL AUDIT REPORT

#### Form No. MR-3

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,  
**BANSISONS TEA INDUSTRIES LIMITED**  
264 M G Road,  
Siliguri-734005,  
West Bengal

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Basisons Tea Industries Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company to the extent applicable, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder ;
- (ii) The Securities Contracts (Regulation) Act, 1956 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: (Not Applicable To The Company)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), to the extent applicable:

- (a) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (b) SEBI (Prohibition of Insider Trading) Regulations, 1992
- (c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009
- (d) SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999
- (e) SEBI (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company)
- (f) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- (g) The SEBI (Delisting of Equity Shares) Regulations, 2009
- (h) The SEBI (Buyback of Securities) Regulations, 1998;

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

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (b) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

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

1. I further report that

a) The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful Participation at the meeting.

c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

I 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.

I further report that during the audit period, no specific events/ actions took place having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred above.

Signature:

Place: Siliguri

Date: 25th August 2015

Varsha Rani Agarwal  
Company Secretary  
ACS: 36228  
COP:13420

Annexure-III					
FORM NO. MGT 9					
EXTRACT OF ANNUAL RETURN					
as on financial year ended on 31.03.2015					
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company(Management & Administration) Rules, 2014.					
I	REGISTRATION & OTHER DETAILS:				
i	CIN	L15520WB1987PLC042982			
ii	Registration Date	8th September, 1987			
iii	Name of the Company	BANSISONS TEA INDUSTRIES LIMITED			
iv	Category/Sub-category of the Company	Indian Non-Government Company			
v	Address of the Registered Office & contact details	264 MG ROAD, SILIGURI, WEST BENGAL-734005			
vi	Whether listed company	Yes			
vii	Name of the Registrar & Transfer Agent, if any.	S.K.INFO SOLUTIONS PVT.LTD.			
	Address	34/1A, Sudhir Chatterjee Street, Kolkata - 700006			
	contact details	Telephone: 033-22196797 ; Email-id- skcdilip@gmail.com			
II	PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY				
	All the business activities contributing 10% or more of the total turnover of the company shall be stated				
SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company		
1	TEA MANUFACTURING		100%		
III	PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES				
SI No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
	NIL				

#### IV. Shareholding Pattern(Equity Share Capital Breakup as percentage of Total Equity)

##### i) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year [As on 01-April-2014]				No of Shares held at the end of the year [As on 31-March-2015]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	0	2248400	2248400	35.52	0	2241900	2241900	35.42	0.10
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.0000
e) Banks/ Financial Institutions	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A)(1)</b>	0	2248400	2248400	35.52	0	2241900	2241900	35.42	0.1000

<b>(2) Foreign</b>									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corp.									
d) Banks/ FI									
e) Any other									
<b>Sub-total (A)(2)</b>	0	0	0	0	0	0	0	0	0.0000
<b>Total shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	0	2248400	2248400	35.52	0	2241900	2241900	35.42	0.1000
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds									
b) Banks/ FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
<b>Sub-total(B)(1):-</b>	0	0	0	0.0000	0	0	0	0.0000	0.0000
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	10900	34300	45200	0.71	10950	34350	45300	0.72	0.01
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	362300	3657900	4020200	63.51	369850	3656750	4026600	63.61	0.0997
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	10400	0	10400	0.16	10400	0	10400	0.16	0.0000
c) Others (Specify)									
Non Resident Indians	900	4900	5800	0.09	900	4900	5800	0.09	0.0000
Qualified Foreign Investor									
Custodian of Enemy Property									
Foreign Nationals									
Clearing Members									
Trusts									
Foreign Bodies-D R									
<b>Sub-total(B)(2):-</b>	384500	3697100	4081600	64.48	392100	3696000	4088100	64.58	0.1593
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	384500	3697100	4081600	64.48	392100	3696000	4088100	64.58	0.1593
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	384500	5945500	6330000	100.00	392100	5937900	6330000	100.00	0.0000

(i) Shareholding of Promoters-

Sl No.	Shareholders Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No of Shares	% of total Shares of the company	No of Shares	% of total Shares of the company
1	ABHUY KUMAR PAUL	13600	0.21	13600	0.21
2	AJAY KUMAR AGARWAL	4700	0.07	4500	0.07
3	AJIT MITRUKA	10000	0.16	10000	0.16
4	AMIT MITRUKA	113600	1.79	113600	1.79
5	ANIL KUMAR SINGHAL	2400	0.04	2400	0.04
6	ANKESH MITRUKA	10000	0.16	10000	0.16
7	ARUN AGARWAL	10500	0.17	10500	0.17
8	ARUN KUMAR MORE	42800	0.67	42500	0.67
9	ARUN MITRUKA	5000	0.08	5000	0.08
10	ARVIND CHOUDHARY	17300	0.27	17300	0.27
11	ASHOK MITRUKA	2600	0.04	2600	0.04
12	AVINASH KANSAL	6000	0.09	6000	0.09
13	BANSHIDHAR MITRUKA AND SONS	193000	3.05	191500	3.03
14	BASANT AGARWAL	41600	0.66	41600	0.66
15	BHAGWAN MITRUKA	2500	0.04	2500	0.04
16	BHAGWATI DEVI AGARWAL	13000	0.21	13000	0.21
17	BHANU PRAKASH AGARWAL	19800	0.31	19800	0.31
18	BHARAT KUMAR AGARWAL	2100	0.03	1900	0.03
19	BHISHAM AGARWAL	8000	0.13	8000	0.13
20	BILAJI BAO	5500	0.09	5500	0.09
21	BIMLA GARG	2500	0.04	2500	0.04
22	BINA AGARWAL	2300	0.04	2300	0.04
23	BINA MITRUKA	2500	0.04	2500	0.04
24	BINAY KUMAR AGARWAL	7500	0.12	0	0.00
25	BINOD AGARWAL	10000	0.16	10000	0.16
26	BINOD CHOUDHARY	10500	0.17	10500	0.17
27	BINOD KUMAR AGARWAL	100	0.00	100	0.00
28	BISWANATH MASKARA	2300	0.04	2300	0.04
29	CHANDRA KALA AGARWAL	3500	0.06	3000	0.05
30	CHIED PRASAD GUPTA	18500	0.29	18500	0.29
31	DAMODAR PRASAD JALAN	5500	0.09	0	0.00
32	DEEP CHAND AGARWAL	17800	0.28	17800	0.28
33	DEEP KUMAR AGARWAL	10000	0.16	10000	0.16
34	DEEPAK SUBBA	10000	0.16	10000	0.16
35	DEONATH PRASAD	2500	0.04	2500	0.04
36	DILIP KUMAR MITRUKA	10100	0.16	10100	0.16
37	DINESH AGARWAL	2500	0.04	2500	0.04
38	DR H P BEEZABAROOH	1000	0.02	1000	0.02
39	DROPI DEVI AGARWAL	9000	0.14	9000	0.14
40	DULCHAND AGARWAL	2100	0.03	2100	0.03
41	GANGA AGARWAL	17500	0.28	17500	0.28
42	GAURI SHANKAR AGARWAL	2500	0.04	2500	0.04
43	GOVIND DEVI MORE	100	0.00	100	0.00
44	GULAB CHAND GUJJAR	5500	0.09	5500	0.09
45	GUPTESWAR PRASAD	4100	0.06	4100	0.06
46	GURU DARSHAN SINGH	2500	0.04	2500	0.04
47	HANUMAN PRASAD AGARWAL	11000	0.17	11000	0.17
48	HARISANKAR AGARWAL	42000	0.66	49500	0.78
49	HARJAS SHARMA	1900	0.03	1900	0.03
50	HIMANGHU GARG	2400	0.04	2400	0.04
51	INDER LAL PRADHAN	5000	0.08	5000	0.08
52	INDRA DEVI AGARWAL	68000	1.07	67800	1.07
53	JAGDISH PRASAD AGARWAL	2300	0.04	2300	0.04
54	JAGDISH PRASAD CHOUDHARY	2200	0.03	2200	0.03
55	JAIJAL MONDAL	2400	0.04	2400	0.04
56	JAMUNA AGARWAL	19500	0.31	19500	0.31
57	JAY RAJ MONDAL	8000	0.13	8000	0.13
58	JAYANTA KUNDU	10000	0.16	10000	0.16
59	KAMAL JAIN	15000	0.24	27400	0.43
60	KAMAL KANT AGARWAL	20000	0.32	20000	0.32
61	KANTA SHARMA	5500	0.09	5500	0.09
62	KAUSHALYA DEVI AGARWAL	79400	1.25	79400	1.25
63	KEDAR MALL AGARWAL	11000	0.17	11000	0.17
64	LAXMI DEVI MORE	30100	0.48	30100	0.48
65	M. KANSAL	1000	0.02	1000	0.02
66	MADAN LAL KHANDELWAL	20000	0.32	20000	0.32
67	MANGAL CHAND AGARWAL	10000	0.16	10000	0.16
68	MANJU AGARWAL	10500	0.17	10500	0.17
69	MANJU DEVI AGARWAL	1000	0.02	1000	0.02
70	MANJU DEVI MOREE	100	0.00	100	0.00
71	MANJU AGARWAL	5500	0.09	5500	0.09
72	MANOJ KUMAR GUPTA	3000	0.05	3000	0.05
73	MNA DEVI CHOUDHURY	2500	0.04	2500	0.04
74	MIRA AGARWAL	5500	0.09	11000	0.17
75	MOHINI DEVI NEHARI	5500	0.09	5500	0.09
76	MUKESH AGARWAL	10500	0.17	10500	0.17
77	MUNNI DEVI KEDIA	12500	0.20	12500	0.20
78	NARAYAN CHAND SARKAR	2400	0.04	2400	0.04
79	NARESH KUMAR AGARWAL	2500	0.04	2500	0.04
80	NILAM MITRUKA	15300	0.24	15300	0.24
81	NIRMAL KUMAR AGARWAL	100	0.00	100	0.00
82	NITU AGARWAL	10000	0.16	10000	0.16
83	PANNA DEVI MITRUKA	22500	0.36	22500	0.36
84	PAWAN AGARWAL	10000	0.16	10000	0.16
85	PAWAN KUMAR AGARWAL	100	0.00	100	0.00
86	PAWAN KUMAR MORE	39100	0.62	39100	0.62
87	PRADIP SHARMA	6100	0.10	6100	0.10
88	PRAVIN MASKARA	2500	0.04	2500	0.04
89	PREM CHAND GUPTA	2500	0.04	2500	0.04
90	PREM KUMAR GUPTA	10000	0.16	10000	0.16
91	PINKY AGARWAL	10000	0.16	10000	0.16
92	PROMAD AGARWAL	10000	0.16	10000	0.16
93	PUSHPA DEVI AGARWAL	2500	0.04	2500	0.04
94	RADHA DEVI AGARWAL	10000	0.16	10000	0.16
95	RADHA DEVI AGARWALA	100	0.00	100	0.00
96	RADHESHYAM AGARWAL	4800	0.08	4800	0.08
97	RAJ KISHORE PRASAD	2400	0.04	2400	0.04
98	RAJ KUMAR SUNAR	6200	0.10	6200	0.10
99	RAJENDRA SHARMA	3800	0.06	3800	0.06
100	RAJESH AGARWAL	2500	0.04	2500	0.04
101	RAJESH GUPTA	11000	0.17	11000	0.17
102	RAJESH KUMAR AGARWAL	5500	0.09	5500	0.09
103	RANCI AGARWAL	20000	0.32	20000	0.32
104	RAM DHAREM	2500	0.04	2500	0.04
105	RAM GOPAL MASKARA	2100	0.03	2100	0.03
106	RAMBHORESE LAL GUPTA	2500	0.04	2500	0.04
107	RAMESH KUMAR MASKARA	2500	0.04	2500	0.04
108	RAMJI PRASAD	2500	0.04	2500	0.04
109	RANIL SHARMA	30000	0.47	30000	0.47
110	RANIBR GUPTA	5500	0.09	5500	0.09
111	RANJIT KUMAR DEY	500	0.01	500	0.01
112	RANJIT LAL SINGHAL	2500	0.04	2500	0.04
113	RATAN CHAND MASKARA	2500	0.04	2400	0.04
114	RATAN LAL CHOUDHARY	5300	0.08	5300	0.08
115	RAVI MITRUKA	10000	0.16	10000	0.16
116	RENU AGARWAL	2100	0.03	2100	0.03
117	RENU GUPTA	11000	0.17	11000	0.17
118	RISHI AGARWAL	5500	0.09	5500	0.09
119	RUCHI AGARWAL	22000	0.35	22000	0.35
120	S K AGARWAL AND SONS (H.U.F)	103600	1.64	103600	1.64
121	S. K. AGARWAL AND SONS	162500	2.57	161700	2.55
122	SACHIN JAIN	10000	0.16	10000	0.16
123	SACHIN MITRUKA	15000	0.24	15000	0.24
124	SAGAR MAL GUPTA	2500	0.04	2500	0.04
125	SAKUNTALA DEVI AGARWAL	22600	0.36	22600	0.36
126	SAKUNTALA GUPTA	2800	0.04	2800	0.04
127	SAMAR LAL AGARWAL	68100	1.08	68100	1.08
128	SANDEEP KUMAR AGARWAL	63600	1.00	63600	1.00
129	SANJAY AGARWAL	4700	0.07	4600	0.07
130	SANJAY JAIN	12400	0.20	0	0.00
131	SANJAY MITRUKA	2400	0.04	2400	0.04
132	SANTOSH DEVI GUPTA	4800	0.08	4800	0.08
133	SANTOSH DEVI MORE	17800	0.28	17800	0.28
134	SANTOSH KUMAR AGARWAL	3600	0.06	2200	0.03
135	SANTOSH KUMAR GUPTA	2800	0.04	2800	0.04
136	SARITA KANSAL	1300	0.02	1200	0.02
137	SARU DEVI PRASAD	2500	0.04	2500	0.04
138	SATISH KUMAR GUPTA	3400	0.05	3400	0.05
139	SATYA NARAYAN AGARWAL	11500	0.18	11500	0.18
140	SATYA NARAYAN GOYAL	10300	0.16	10300	0.16
141	SATYANARAYAN MORE	1000	0.02	1000	0.02
142	SATYANARAYAN SAHA	8900	0.16	8900	0.14
143	SATYENDRA SAHA	4700	0.07	4700	0.07
144	SHANTI PRADHAN	6100	0.08	6100	0.08
145	SHEWTA JAIN	10100	0.16	10100	0.16
146	SHELPA JAIN	10000	0.16	10000	0.16
147	SHIV CHARAN SHARMA	4000	0.06	4000	0.06
148	SHIVA PRASAD	2500	0.04	2500	0.04
149	SITARAM SUNAR	4900	0.08	4900	0.08
150	SITARAN MITRUKA	2400	0.04	2400	0.04
151	SIRINWAS MITRUKA	5000	0.08	5000	0.08
152	SUBASH KUMAR PRASAD	5000	0.08	5000	0.08
153	SUBASH SAHA	4700	0.07	4700	0.07
154	SUDHA JAIN	9900	0.16	9900	0.16
155	SUKENDU CHAKRABORTY	2300	0.04	2300	0.04
156	SULOCHANA DEVI AGARWAL	2600	0.04	2600	0.04
157	SULOCHANA AGARWAL	9000	0.14	9000	0.14
158	SUNIT MITRUKA	15000	0.24	15000	0.24
159	SUNIT AGARWAL	79900	1.17	79900	1.17
160	SUNITA AGARWAL	2500	0.04	2500	0.04
161	SURESH KUMAR AGARWAL	20100	0.32	20100	0.32
162	SUSHILA JAIN	23100	0.36	23100	0.36
163	SUSHMA KANSAL	3500	0.06	3500	0.06
164	TAPATI GHOSH	12500	0.20	12500	0.20
165	URAY KUMAR	500	0.01	500	0.01
166	UMA DEVI MORE	11000	0.17	11000	0.17
167	UMESH PRADHAN	2400	0.04	2400	0.04
168	URMILA DEVI PRASAD	4400	0.07	4400	0.07
169	VANDANA AGARWAL	15000	0.24	15000	0.24
170	VEDYA DEVI GUPTA	3200	0.05	3200	0.05
171	VIJENDRA PRADHAN	5500	0.09	5500	0.09
172	VILETA PRADHAN	5000	0.08	5000	0.08
TOTAL		2248400	35.52	2241900	35.42

(ii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sl. No.	Share holding at the		Cumulative Share holding	
	No. of Shares	% of total Shares of the company	No of shares	% of total shares of the company
At the beginning of the year				
Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
At the end of the year				



[illegible]

	(a) Fee for attending board committee meetings	-	-	-	-
	(b) Commission	-	-	-	-
	(c) Others, please specify	-	-	-	-
	<b>Total (1)</b>	-	-	-	-
2	Other Non Executive Directors	-	-	-	-
	(a) Fee for attending board committee meetings	-	-	-	-
	(b) Commission	-	-	-	-
	(c) Others, please specify.	-	-	-	-
	<b>Total (2)</b>	-	-	-	-
	<b>Total (B)=(1+2)</b>	-	-	-	-
	<b>Total Managerial Remuneration</b>	-	-	-	-
	<b>Overall Ceiling as per the Act.</b>	-	-	-	-
C. Remuneration to Key Managerial Personnel other than - MD/MANAGER/WTD					
Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
1	Gross Salary	CEO	Company Secretary	CFO	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission as % of profit	-	-	-	-
	Others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total</b>	-	-	-	-

PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES					
Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	NIL	-	-
Punishment	-	-		-	-
Compounding	-	-		-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

## **AUDITORS CERTIFICATE OF COMPLIANCE**

On Corporate Governance under Clause 49 of the Listing Agreement

To the members of "Bansisons Tea Industries Limited".

We have examined the compliance of conditions of Corporate Governance by Bansisons Tea Industries Limited the Company for the year ended on 31<sup>st</sup> March, 2015, as stipulated in clause 49 of the "Listing agreement" of the said Company with the Stock Exchanges.

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

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

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

For MANOJ KUMAR GOYAL  
Chartered Accountants

Place : Siliguri  
Date : 28th April, 2015

M. K. Goyal  
Proprietor

## INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF BANSISONS TEA INDUSTRIES LIMITED

### **Report on the Financial Statements**

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

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, 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 thereunder.

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 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 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 operating effectiveness of such controls . An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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 financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2015, its profit and its cash flows for the year ended on that date.

### **Report on other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, 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 Cash Flow Statement dealt with by

this Report are in agreement with the books of account.

- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015.
- e) On the basis of written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2015:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 8.1 to the financial statements ;
  - II. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses]
  - III. there were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund].

For MANOJ KUMAR GOYAL  
Chartered Accountants

Place : Siliguri

Date : 28th April, 2015

M. K. Goyal  
Proprietor  
(Membership No.: 056945)

## ANNEXURE TO THE AUDITORS' REPORT

Referred to in Paragraph 3 of our report of even date on the accounts for the year ended 31st March, 2015 of Bansisons Tea Industries Ltd.

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

## ANNEXURE TO THE AUDITORS' REPORT

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

- viii) The Central Government has not prescribed maintenance of cost records under section 209(1)(d) of the companies Act, 1956 for any product of the company.
- ix) In respect of statutory dues :
- a) According to the record of the Company, undisputed statutory dues Provident Fund, Income Tax, Wealth Tax, Service Tax, Sales Tax and other statutory dues have been generally regular in depositing with appropriate authorities. According to the information and explanation given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March 2014 for a period of more than six months from the date of becoming payable.
- x) The Company has no accumulated losses 50% of its Net worth but has incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- xi) Based on our audit procedure and as per the information and explanation given to us by the management, we are of the opinion that the company has not defaulted in repayment of dues to a financial institution, Banks or debenture holders.
- xii) In our opinion and according to the information and explanation given to us, no loans and advances have been granted by the company on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) The company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore the provision of the clause 4(xiii) of paragraph 4 of the order are not applicable.
- xiv) The company is not dealing in or trading in share, securities debenture and other investment. Therefore the provision of the clause 4 (xiv) of paragraph 4 of the order are not applicable.
- xv) According to Information and explanation given to us, the company has not given any guarantee for loans taken by others from banks or financial institution.
- xvi) According to Information and explanation given to us, the company has not been raised new terms loan during the year under audit. The term loans outstanding at the beginning of the year were applied for the purposes for which they are raised.
- xvii) According to the cash flow statement and other record examine by us and the information and explanation to given to the us, on an overall basis, fund raised on short terms basis have not Prima - facie, been used during the year for long term investment and vice - versa.
- xviii) According to the information and explanation given to us, and other records examine by us, the company has not made any preferential allotment of shares to parties and companies covered in the registered maintained under section 301 of the during the year.
- xix) According to the explanation and information given to us, the company had not issued any secured debenture during the year.
- xx) The company has not raised any money by public issuing during the year.
- xxi) In our opinion and According to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the year.

Place : Siliguri

Date : 29th April, 2015

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

## BALANCE SHEET AS AT

PARTICULARS	Note No	31st March 2015 Rs.	31st March 2014 Rs.
<b>A. EQUITY &amp; LIABILITIES</b>			
1. SHAREHOLDER'S FUNDS			
a) Capital	1	6,19,75,500	6,19,75,500
b) Reserve & Surplus	2	(5,54,501)	(98,98,901)
		<u>6,14,20,999</u>	<u>5,20,76,599</u>
2. Current Liabilities			
a) Trade Payables	3	9,61,890	18,73,001
b) Other Current Liabilities	4	78,606	2,36,540
		<u>10,40,496</u>	<u>21,09,541</u>
<b>TOTAL</b>		<u>6,24,61,495</u>	<u>5,41,86,140</u>
<b>B. ASSETS</b>			
1. NON CURRENT ASSETS			
a) Fixed Assets, i) Tangible Assets	5	4,69,16,252	4,72,18,995
ii) Capital work in progress	5	8,80,870	0
c) Long Term Loans & Advances	6	29,51,059	12,26,193
		<u>5,07,48,181</u>	<u>4,84,45,188</u>
2. CURRENT ASSETS			
a) Inventories	7	25,324	35,545
b) Sundry Debtors	8	46,07,546	47,01,361
c) Cash & Bank Balances	9	70,80,444	10,04,046
		<u>1,17,13,314</u>	<u>57,40,952</u>
<b>TOTAL</b>		<u>6,24,61,495</u>	<u>5,41,86,140</u>
NOTES ON ACCOUNTS		17	

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

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

S. K. Agarwal  
Director

Sandeep Agarwal  
Director

M. K. Goyal  
Proprietor  
Place : Siliguri,  
Dated: 28th April, 2015



## STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

	NOTES NO.	Year Ended 31.03.2015	Year Ended 31.03.2014
INCOME			
Revenue from Operations	10	1,46,65,280	1,26,66,819
		1,46,65,280	1,26,66,819
Other Income		1,12,65,158	0
TOTAL		2,59,30,438	1,26,66,819
EXPENSES			
Cost of Materials Consumed	11	20,02,375	28,04,830
Purchase of Traded products	12	67,74,255	45,83,340
Employee cost/benefit expenses	13	33,14,488	32,66,446
Depreciation and Amortisation		5,85,499	1,76,607
Other Expenses	14	17,23,094	14,80,740
TOTAL		1,43,99,712	1,23,11,963
Profit Before Extra ordinary items & Taxes		1,15,30,726	3,54,855
Extraordinary Items	15	8,31,520	0
profit/(Loss) Before Taxes		1,06,99,206	3,54,855
Tax Expenses		71,150	11,125
profit/(Loss) After Taxes		1,06,28,056	3,43,730
Balance brought forward from last account		(98,98,901)	(1,02,42,631)
Balance Carried to Balance Sheet-Note-2		7,29,155	(98,98,901)

### NOTES ON ACCOUNTS

17

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

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

S. K. Agarwal  
Director

Sandeep Agarwal  
Director

M. K. Goyal  
Proprietor  
Place : Siliguri,  
Dated: 28th April, 2015

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	31 March, 2015 ₹ Rs.	31 March, 2014 ₹ Rs.
<b>A CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit/(Loss) before tax and extraordinary item but	1,15,30,726	3,54,855
Considering interest on fixed deposits and unsecured loans		
Adjustments for :		
Depreciation (Net)	5,85,499	1,76,607
Operating Profit before Working Capital Changes	1,21,16,225	5,31,462
Adjustments for :		
Trade and other receivables	(16,31,051)	(11,59,829)
Inventories	10,221	(9,027)
Trade payables	(9,11,111)	9,68,879
Other Current Liabilities	(1,57,934)	2,25,144
Cash generated from Operations	(26,89,875)	25,167
Direct Tax Paid	71,150	0
Cash Flow before Extra-ordinary items	93,55,201	5,56,629
Extra-ordinary items Preliminary and Public	8,31,520	(11,08,621)
Issue & Related expenses and others	0	0
Net Cash from Operating activities	1,01,86,721	(5,51,992)
<b>B CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets (Net)	(1,74,23,796)	(80,637)
Net Cash used in Investing activities	(1,74,23,796)	(80,637)
<b>C CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds from Government subsidy	0	0
Proceeds from short term borrowings - Loan (Net)	0	0
Dividends Paid	0	0
Net Cash used in financing activities	0	0
Net increase in cash and cash equivalents	(72,37,075)	(6,32,629)
Cash and cash equivalents (Opening Balance)	8,22,540	8,03,493
Cash and cash equivalents (Closing Balance)	70,80,444	8,22,540
(Figures in Brackets represent out flow of funds)		

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

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

**S. K. Agarwal**  
Director

**Sandeep Agarwal**  
Director

Place : Siliguri,  
Dated: 28th April, 2015

M. K. Goyal  
Proprietor

## NOTES TO BALANCE SHEET AND PROFIT & LOSS ACCOUNT

### 1.SHARE HOLDERS FUND

#### A capital structure

Particulars	As at 31st March,2015		As at 31st March ,2014	
	No. of Shares	Rs.	No. of Shares	Rs.
a Authorised: Equity shares of Rs10 each	6,500,000	65,000,000	6,500,000	65,000,000
b Issued Equity shares of Rs10 each	6,330,000	63,300,000	6,330,000	63,300,000
c Subscribe and Fully paid up Equity shares of Rs10 each	6,153,400	61,534,000	6,153,400	61,534,000
d Subscribe but not fully paid up	176,000	441,500	176,600	441,500
TOTAL	6,330,000	61,975,500	6,330,000	61,975,500

B Share Capital Reconciliation	As at 31st March,2015		As at 31st March ,2014	
	No. of Shares	Rs.	No. of Shares	Rs.
Opening Balance	6,330,000	63,300,000	6,330,000	63,300,000
Closing Balance	6,330,000	63,300,000	6,330,000	63,300,000

- C The company has one class of equity shares having par value of Rs.10/- per shares. Each holder of an equity share is entitle to one vote per share
- In the event of liquidation of the Company,the holders of equity shares will be entitled to received remaining assets of the Company,after distribution of all preferential amounts. The distribution will be in propotion to the numberof shares held by the equity share holders
- D Particulars of Equity Shareholders holding more than 5% Shares at Balance Sheet date

Name of Shareholders	As at 31st March,2015	As at 31 March,2014
Shareholding more than 5%	Nil	Nil

## 2 RESERVES AND SURPLUS

		As at 31st March 2015	As at 31st March 2014
a) Surplus /(Deficit) in the Statement of Profit and Loss Particulars			
As per last Account		(98,98,901)	(1,02,42,631)
Adjustment relating to Fixed Assets (Refer to Note No. 5.2)		(12,83,655)	0
Add: Profit/(Loss) for the year		1,06,28,056	3,43,730
Closing Balance		(5,54,501)	(98,98,901)
<b>3 TRADE PAYABLES</b>			
Goods & Services		9,61,890	18,73,001
		9,61,890	18,73,001
<b>4 OTHER CURRENT LIABILITIES</b>			
a) Others			
i) Provident Fund		59,606	40,720
ii) For Expenses		19,000	1,95,820
		78,606	2,36,540

## 5. FIXED ASSETS

DESCRIPTION OF ASSETS	ORIGINAL COST				DEPRECIATION PROVISION			WRITTEN DOWN VALUE	
	As on 31.03.14	Addition during the year	Adjustment Transfer/ sale	Total as on 31.03.2015	Upto 31.03.14	for the period	Upto 31.03.2015	As on 31.03.2015	As on 31.03.2014
<b>Tangible Assets</b>									
<b>Land &amp; Land Development</b>									
Plantation Land	8,068,347	Nil	14,66,972	66,01,375	Nil	Nil	Nil	66,01,375	8,068,347
Tea Plantation	35,630,457	80,95,135	68,50,868	3,68,74,724	Nil	Nil	Nil	3,68,74,724	35,630,457
Roads, bridges & culverts	2,786,896	Nil	10,00,940	17,85,956	9,21,931	1,40,593	10,62,524	7,23,431	18,64,965
Tea Plants	Nil	93,25,485	75,39,545	17,85,940	Nil	Nil	Nil	17,85,940	Nil
<b>Plant &amp; Machinery</b>									
a) Irrigation equipment	15,59,642	Nil	Nil	1,559,642	7,42,900	2,82,881	10,25,781	5,83,861	8,16,742
b) Plantation Machinery	747,807	Nil	Nil	747,807	4,52,715	1,02,555	5,55,270	1,92,536	2,95,092
Furniture & fitting	460,388	Nil	1,43,007	3,17,381	2,91,527	1,397	2,92,924	24,457	1,68,861
Office Equipments	1,18,374	Nil	38,705	79,669	73,736	Nil	73,736	5,933	44,638
Vehicles	1,804,970	Nil	69,318	17,35,652	15,29,249	46,691	15,75,940	1,59,712	2,75,721
Computer & accessories	2,30,874	3,176	31,684	2,02,366	1,76,702	11,382	1,88,084	14,283	54,172
Cycle	Nil	Nil	Nil	Nil	3250	Nil	3250	Nil	Nil
<b>TOTAL</b>	<b>5,14,07,755</b>	<b>1,74,23,796</b>	<b>1,71,41,040</b>	<b>5,16,90,511</b>	<b>41,92,010</b>	<b>5,85,499</b>	<b>47,77,509</b>	<b>4,69,16,252</b>	<b>4,72,18,995</b>
previous year	5,13,48,134	62,871	3,250	5,14,07,755	40,15,403	1,76,607	41,92,010	4,72,18,995	4,73,32,731
Capital work in Progress								8,80,870	

5.1 Capital Work in Progress on account of new office construction at garden site cost of construction materials at site.

5.2 Pursuant to the enactment of Companies Act 2013, the Company has applied the estimated useful lives as specified in Schedule II, Accordingly the unamortised carrying value is being depreciated/amortised over the remaining useful lives The Written down value of fixed Assets whose lives have expired as at 1st April, 2014 have been adjusted net of tax in the opening balance of Profit and Loss Account amounting to Rs.12,83,654.89

5.3 During the Year Some land With Tea Plantation had been sold amounting to Rs. 83.17 lacs

	As at 31st March 2015	As at 31st March 2014
<b>6 LONG TERM LOANS &amp; ADVANCES</b>		
a) Capital Advance		
Unsecured, Considered good	19,49,999	2,50,000
b) Security Deposits		
Unsecured, Considered good	2,70,110	2,70,110
c) Other Advances & Receivable:		
Unsecured, Considered good		
Skylark	5,00,000	5,00,000
Rebate receivable on electricity (cess)	1,75,200	1,75,200
Agro Chem	24,867	0
Agricultural Income tax	30,883	30,883
	<u>29,51,059</u>	<u>12,26,193</u>
<b>7 INVENTORIES</b>		
Stores & Consumables	25,324	35,545
	<u>25,324</u>	<u>35,545</u>
<b>8 TRADE RECEIVABLES</b>		
Debts outstanding for a period exceeding six months from the date they are due		
Unsecured	22,56,120	33,47,342
Unsecured Doubtful	6,01,000	6,01,000
	<u>28,57,120</u>	<u>39,48,342</u>
Other Debts		
Unsecured	17,50,426	7,53,019
8.1 Amount Rs. 601000 under litigation with UPLDC at arbitration court at Lucknow	17,50,426	753019
	<u>46,07,546</u>	<u>4,70,1361</u>
<b>9 CASH &amp; BANK BALANCE</b>		
Cash and Cash equivalents		
Cash On Hand	53,57,292	88,392
Balance With Banks		
Current Accounts	17,23,153	9,15,654
	<u>70,80,444</u>	<u>10,04,046</u>

	As at 31st March 2015	As at 31st March 2014
<b>10 REVENUE FROM OPERATIONS</b>		
Sales of Products	1,46,65,280	1,26,66,819
	<u>1,46,65,280</u>	<u>1,26,66,819</u>
<b>11 OTHER INCOME</b>		
Profit From sale of some land with Tea Plantation	1,10,16,495	0
Interest Income	2,48,663	0
	<u>1,12,65,158</u>	<u>0</u>
<b>12 COST OF MATERIALS CONSUMED</b>		
Opening Stock of Stores	35,545	32,252
Add: Purchase	19,92,154	28,08,123
	<u>20,27,699</u>	<u>28,40,375</u>
Less: Closing Stock of stores	25,324	35,545
Consumption of Stores	<u>20,02,375</u>	<u>28,04,830</u>
<b>13 PURCHASE OF TRADED PRODUCTS</b>		
Green Leaf Purchase	67,74,255	45,83,340
	<u>67,74,255</u>	<u>45,83,340</u>
<b>14 EMPLOYEE COSTS/ BENEFIT EXPENSES</b>		
Salaries, Wages & Bonus	30,65,997	30,02,613
Contribution to Provident Fund & Other Funds	2,48,491	2,63,833
	<u>33,14,488</u>	<u>32,66,446</u>
<b>15 OTHER EXPENSES</b>		
Irrigation & garden exp.	2,04,891	3,44,449
Auditors Remuneration		
a) Audit Fees	10,000	10,000
b) Internal audit fees	9,000	9,000
Bank Charges	2,387	1,371
Conveyance Expenses	19,865	9,865
Discount Allowed	3,88,704	6,136
Carriage Outward Expenses	3,71,364	3,05,642
Donation & Subscription	0	14856
Membership Fees	6,000	2,63,000
Printing & Stationery	1,97,892	1,90,154
Legal exp.	78,600	3,011
Postage & Telegram	1,28,825	1,44,600
Office Expenses	<u>75,232</u>	<u>28,082</u>

Contd.

	As at 31st March 2015	As at 31st March 2014
Rent	18,000	18,000
Repairs & Maintenance	31,900	9,498
Share Transfer Expenses	1,16,854	16,928
Telephone Expenses	2,963	27,247
Traveling Expenses	25,258	16,584
Vehicle maintenance	35,360	62,391
	<u>17,23,094</u>	<u>14,80,740</u>
<b>16 EXTRAORDINARY ITEMS</b>		
Re Listing Fee paid to BSE	8,31,520	0
	<u>8,31,520</u>	<u>0</u>

## 17. NOTES ON ACCOUNTS

### I) Significant Accounting Policies :

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

### II) Fixed Assets :

- Fixed Assets are stated at cost acquisition inclusive of duties (net of Cenvat and Value added Tax credits), taxes, incidental expenses, erection / commissioning expenses etc. Up to the date the assets is put to use, less accumulated depreciation and impairment of losses, if any.
- The carrying amounts of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on external / internal factor.
- Pursuant to the enactment of Companies Act 2013 ,the Company has applied the estimated useful lives as specified in Schedule II.

### III) Depreciation :

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

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

IV) Revenue Recognition :

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

V) Employee Benefit :

- a) The company has defined contribution plan for past employment benefit namely provident fund which are recognised by the Income Tax authorities this fund is administrated through trustees and the company's contributions there to are charged to revenue account every year.

- b) Provision for gratuity has not been made in the accounts.

VI) Valuation of inventory :

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

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

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

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

Class of goods	Unit	Licensed Capacity	Installed Capacity	Actual Production
Green Leaf	Kg	Not Applicable (Not Applicable)	Not Applicable (Not Applicable)	5,38,486 kgs. (4,89,498 kgs.)

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

Class of Goods Particulars	Unit	Opening Stock		Purchase		Sale		Consumption		Closing Stock	
	Qty.	Qty	Rs.	Qty.	Rs.	Qty.	Rs.	Qty	Rs.	Qty	Rs.
Green Leaf	Kg.	Nil	Nil	4,09,409	6774255	947875	14665280	Nil	Nil	Nil	Nil
	Kg.	Nil	Nil	(3,31,304)	(1485313)	(820802)	(12666819)	Nil	Nil	Nil	Nil

- c) Store & consumables consumed Rs. 20,02,075 (Previous year Rs. 28,04,830/-) Due to variety of items involved and their specifications, the Company has not been able to provide the quantitative details item wise.

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

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

XI. Interim Financial Reporting :

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



## NOTES ON ACCOUNTS (Contd.....)

- XII. Sundry Debtors, Sundry Creditors and Sundry Advance balance are subject to Confirmation by the parties.
- XIII. No provision for taxation has been made in the accounts in view of carried forward losses from previous years.
- XIV. The company does not have any outstanding liability exceeding a sum of Rupees one lakh for the period of more than 30 days in respect of small scale undertakings.
- XV. Earning per share the basic and diluted :-

	<u>2014-15</u>	<u>2013-14</u>
Net Profit (Loss) for the Period :	1,06,28,056	3,43,721
Less preference dividend (inclusive of taxes)	Nil	Nil
Net Profit (Loss) available for equity shareholders(a)	1,06,28,056	3,43,721
weighted average No. equity shareholders(b)	63,30,000	63,30,000
Basic and Evaluated earning per share(a/b)	1.69	0.05
Nominal value of Share	₹ 10	₹ 10

## XVI. Defferred Tax :

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

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

## XVIII. Segment information :

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

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

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

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

S. K. Agarwal  
Director

Sandeep Agarwal  
Director

M. K. Goyal  
Proprietor

Place : Siliguri,  
Dated: 28th April, 2015

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**BANSISONS TEA INDUSTRIES LIMITED**

(CIN : L15520WB1987PLC042982)

Email: bansisonstea@gmail.com , Website: www.bansisonstea.in, Phone: 0353-2501808

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

**ADMISSION SLIP**HOTEL EMBASSY,  
G.M. ROAD, SILIGURI, 734001

Wednesday, 30 September 2015

10 AM

**PARTICULARS TO BE COMPLETED BY SHAREHOLDER/PROXY**I / We hereby record my/our presence at the 28th Annual General Meeting of **BANSISONS TEA IND. LTD.**

DP ID/Client ID/Registered Folio no. ....

Name of the Shareholder/Proxy.....

No. of shares held.....

Signature(s) of person(s) attending

- Notes:
1. Please produce this admission slip duly completed at the entrance for admission to the meeting hall.
  2. The attendance counter will open at 9:30 AM
  3. Please bring your copy of the Annual Report to the meeting.

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**BANSISONS TEA INDUSTRIES LIMITED**

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**PROXY FORM**

Name of the Member(s)		Email id	
Registered Address			
Folio No./DP ID-Client ID			

I/We being the member(s) of shares of the above named Company hereby appoint:

- (1) Name: ..... Address: .....  
Email Id: ..... Signature .....
- (2) Name: ..... Address: .....  
Email Id: ..... Signature .....
- (3) Name: ..... Address: .....  
Email Id: ..... Signature .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of BANSISONS TEA INDUSTRIES LIMITED to be held on Wednesday, 30 September 2014 at 10AM at Hotel Embassy, G.M. Road, Siliguri, 734001 and at any adjournment thereof in respect of such resolutions as are contained in Notice.

Affix ₹ 1  
Revenue  
Stamp

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

- Notes:
1. A proxy in order to be effective, must reach the Registered Office of the Company not less than 48 hours before the scheduled time of the meeting
  2. The member himself or his constituted attorney may sign the proxy
  3. Where a proxy is appointed, the member should hand over the attached admission slip to the proxy
  4. The Company reserves the right to ask for identification of the proxy


If undelivered please return to:  
**BANSIONS TEA INDUSTRIES LIMITED**  
33, M.G. Road  
Siliguri (West Bengal)  
Pin - 734005

BOOK -POST  
PRINTED MATTER

## FORM A

(PURSUANT TO CLAUSE 31(a) OF LISTING AGREEMENT)



SL.NO	PARTICULARS	DETAILS
1.	NAME OF THE COMPANY	BANSISONS TEA INDUSTRIES LIMITED
2.	ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED	31st March, 2015
3.	TYPE OF AUDIT OBSERVATION	Unqualified
4.	FREQUENCY OF OBSERVATION	17 <sup>th</sup> Year
5.	TO BE SIGNED BY-  <input type="checkbox"/> DIRECTOR  <input type="checkbox"/> AUDIT COMMITTEE CHAIRMAN  <input type="checkbox"/> AUDITOR OF THE COMPANY	<p>S.L. Agarwalla: <i>S.L. Agarwalla</i></p> <p>Gopal Mitruka : <i>Gopal Mitruka</i></p> <p>Refer our Audit Report dated 28th April, 2015 On the standalone financial statements of the Company.</p> <p>For Manoj Kumar Goyal Chartered Accountants</p> <p><i>McGoyal</i> Manoj Kumar Goyal (Proprietor) Membership No: 056945</p> <p></p> <p>Siliguri : 8th May, 2015</p>