

# TYROON TEA COMPANY LIMITED

(AN ISO 9001:2008, ISO 22000:2005 AND HACCP CERTIFIED COMPANY)

CIN : L15421WB1890PLC000612

PHONE NOS : 2248 – 3236/6071/9931  
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E – MAIL : [info@tyroontea.com](mailto:info@tyroontea.com)  
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**REGISTERED OFFICE:**  
“McLEOD HOUSE,”  
3, NETAJI SUBHAS ROAD,  
KOLKATA – 700 001.  
INDIA

#####

Date: 30/08/2019

IN YOUR REPLY PLEASE QUOTE REF. NO. TY/SH

Bombay Stock Exchange Limited,  
Phirojee Jeejeebhoy Towers,  
25th Floor, Dalal Street  
Mumbai - 400 001.

**Scrip Code 526945**

**Sub: Annual Report (Regulation 34)**

Dear Sir,

Pursuant to Regulation 34 of SEBI (LODR) Regulation, 2015 we are enclosing herewith the Annual Report for the Financial Year 2018-19 which will be approved by the shareholders in the meeting which will be held on 26<sup>th</sup> Sept, 2019 at Bharatiya Bhasha Parishad 36A, Shakespeare Sarani, Kolkata – 700 017 at 11.00 A.M

Thanking you,

Yours faithfully,  
For TYROON TEA COMPANY LIMITED



(K. C. Mishra)  
Company Secretary & CFO

Corporate Identification No.  
L15421WB1890PLC000612

**ANNUAL GENERAL MEETING**

Date : 26th September 2019  
Day : Thursday  
Time : 11.00 A. M.  
Venue : Bharatiya Bhasha Parishad  
36A, Shakespeare Sarani,  
Kolkata – 700 017

**Directors**

INDRA JALAN 00046265  
ANIRUDHA JALAN 02610396  
SHRIDHAR ISSAR 00044295  
SANJAY KUMAR KEJRIWAL 00061102  
UMMEDMAL BANTHIA 07314632

**DIN****Company Secretary & CFO**

K. C. MISHRA  
M. No. ACS-13288

**Auditors**

MESSRS. K. N. GUTGUTIA & CO.  
CHARTERED ACCOUNTANTS  
6C, MIDDLETON STREET  
KOLKATA - 700 071  
FRN : 304153E

**Registrars & Transfer Agents**

R & D INFOTECH PRIVATE LTD.  
CORPORATE OFFICE  
1st Floor, 7A, BELTALA ROAD  
Kolkata – 700 026  
Phone Nos.: 033-24192641/42  
Email: info@rdinfotech.net

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**Bankers**

ALLAHABAD BANK

**Garden:**

TYROON TEA ESTATE  
P. O. KHARIKATIA  
DIST. JORHAT  
ASSAM

**Registered Office**

3, NETAJI SUBHAS ROAD  
KOLKATA – 700 001

The practice of distributing copies of the Annual Report at the Annual General Meeting has been discontinued as a measure of economy. Members are therefore requested to bring their copies of the Annual Report at the meeting.

**NOTICE**

NOTICE is hereby given that the Annual General Meeting of TYROON TEA COMPANY LIMITED will be held as scheduled below:

Date : 26th September 2019  
Day : Thursday  
Place : Bharatiya Bhasha Parishad  
36A, Shakespeare Sarani,  
Kolkata – 700 017.  
Time : 11.00 A.M.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt Reports of the Auditors and Directors and the Audited financial statements of the Company for the year ended 31st March, 2019.
2. To appoint a Director in place of Mrs. Indra Jalan, (DIN 00046265) who retires by rotation and being eligible offers herself for re-appointment.

**SPECIAL BUSINESS :****3. Adoption of Memorandum of Association:**

To consider and, if thought fit to pass the following resolution as a Special Resolution.

**“RESOLVED THAT** pursuant to provision of section 13, section 4 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactment thereof for the time being in force and rules made there under and subject to such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s) as may be required by the suggested appropriate authorities, and agreed to by the Board of Directors, the consent of the members of the Company be and is hereby accord to adopt new Memorandum of Association.

**“FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution Mr. Sanjay Kumar Kejriwal, Director of the Company and Mr. Keshab Chandra Mishra, Company Secretary & CFO of the Company be and are hereby authorized severally on behalf of the Company to do all act, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary eforms and appear before Registrar of Companies, Kolkata.

**4. Alteration of Articles of Association:**

To consider and, if thought fit to pass the following resolution as a Special Resolution.

**“RESOLVED THAT** pursuant to provision of section 14, section 5 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactment thereof for the time being in force and rules made there under and subject to such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s) as may be required by the suggested appropriate authorities, and agreed to by the Board of Directors, the consent of the members of the Company be and is

hereby accord for Articles of Association of the Company by replacing all the existing regulation from 1 to 204 with the new set-up regulation from 1 to 91 as per table F of schedule I of the Companies Act, 2013 as applicable to Company Limited by Shares.

**“FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution Mr. Sanjay Kumar Kejriwal, Director of the Company and Mr. Keshab Chandra Mishra, Company Secretary & CFO of the Company be and are hereby authorized severally on behalf of the Company to do all act, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary eforms and appear before Registrar of Companies, Kolkata.

**Registered Office:**

“McLeod House”  
3, Netaji Subhas Road  
Kolkata – 700 001

The 14th Day of Aug, 2019.

By Order of the Board  
For *Tyroon Tea Company Limited*

**K. C. Mishra**  
*Company Secretary and CFO*  
M. No. ACS-13288

**Notes:**

**1. EXPLANATORY STATEMENT**

The Explanatory statement, pursuant to section 102 of the Companies Act, 2013, in respect of the special business as set out in the notice is annexed hereto.

**2. PROXY**

A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Proxy in order to be effective must be deposited with the Company at its Registered Office at least forty-eight hours before the commencement of the meeting. A person shall not act as a proxy for more than 50 members and holding in aggregate not more than 10% of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% of the total voting Share capital of the Company provided that such person shall not act as a proxy for any other person.

**3. CLOSURE OF REGISTER OF MEMBERS**

The Register of Members of the Company will remain closed from 20th September 2019 to 26th September 2019 (both days inclusive) in connection with the Annual General Meeting.

**4 UNPAID OR UNCLAIMED DIVIDEND**

Pursuant to section 205A of the Companies Act, 1956 all unclaimed / unpaid dividends up to the year ended 31st March, 1995 have been transferred to General Revenue Account of Central Government. Shareholders who have not encashed the dividend warrants for the said period are requested to claim the amount from the Registrar of Companies, West Bengal at Kolkata.

**5. DEPOSITORY SYSTEM**

The Company, consequent to introduction of the Depository System entered into agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited

(CDSL). Members, therefore now have the option of holding and dealing in the shares of the Company in the electronic form through NSDL or CDSL.

Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.

#### **6. PAN AND BANK DETAILS.**

The Securities and Exchange Board of India (SEBI) has mandated by its Circular NO. SEBI/HO/MIRSD/DOPI/CIR/2018/73 dated 20th April 2018 for submission of Permanent Account Number (PAN) and Bank details together with an original cancelled cheque leaf/attested Bank Pass Book showing the name of Account Holder to the Registrar and Share Transfer Agent (RTA) of the Company by all the security holders holding securities in physical form.

#### **7. HOLDING OF SHARES IN DEMAT FORM.**

SEBI has recently amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by its notification dated 8th June, 2018 providing that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a Depository. This provision shall come into force on the one hundred and eightieth day from the date of publication of the notification in the Official Gazette.

In view of the above, the Shareholders holding shares of the Company in physical mode are requested to get their shares dematerialized at an early date.

#### **8. EMAIL ID.**

Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

#### **9. LODGEMENT OF TRANSFER DOCUMENTS**

The instruments of share transfer complete in all respects should reach the Company prior to closure of the Register of Members as stated above.

#### **10. CONSOLIDATION OF MULTIPLE FOLIOS**

Shareholders who are holding shares in identical order of names in more than one folio, are requested to write to the Company enclosing their Share Certificates to enable the Company to consolidate their holdings in one folio.

#### **11. CHANGE OF ADDRESS**

Members are requested to quote their Registered Folio Number in all correspondence with the Company and notify the Company immediately of change, if any, in their registered address in case of physical shares. Members holding shares in electronic form are requested to inform their depository participants.

#### **12. ATTENDANCE SLIP**

Members are requested to affix their signature at the space provided at the attendance slip annexed to the proxy form and hand over the slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the Board Resolution/Power of attorney authorizing their representative to attend and vote at the Annual General Meeting.

**13. AVAILABILITY OF ANNUAL REPORT**

Members may also note that the notice of Annual General Meeting and the Annual reports will also be available at the Company's website [www.tyroontea.com](http://www.tyroontea.com) for their download.

**14. VOTING THROUGH ELECTRONIC MEANS:**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or ([www.tyroontea.com](http://www.tyroontea.com))

The e-voting period commences on 23rd September, 2019 (9:00 am) and ends on 25th September, 2019(5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th September, 2019. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or (RTA email id: [info@rdinfotech.net](mailto:info@rdinfotech.net)) .

The facility for voting through remote e-voting / ballot paper / Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details will be as per details given below :

- a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
- b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
- c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).

**5) Your password details are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

**c) How to retrieve your 'initial password'?**

- i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

**6) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:**

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

**7) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.**

**8) Now, you will have to click on "Login" button.**

**9) After you click on the "Login" button, Home page of e-Voting will open.**

**Step 2 :** Cast your vote electronically on NSDL e-Voting system.

- 1) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on

e-Voting. Then, click on Active Voting Cycles.

- 2) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- 3) **Select "EVEN" of the Company - 111677**
- 4) Now you are ready for e-Voting as the Voting page opens.
- 5) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 6) Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

- 1) 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail dcsahoo123@rediffmail.com to with a copy marked to evoting@nsdl.co.in.
- 2) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

**Please note the following:**

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.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

**Other information:**

Your login id and password can be used by you exclusively for e-voting on the resolutions placed



by the companies in which you are the shareholder.

It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

- 15)** A brief profile of directors, who are proposed to be re-appointed/appointed in this AGM, nature of their expertise in specific functional areas, their other directorships and committee memberships, their shareholding and relationship with other directors of the Company are given below:

**Details of Director Seeking Re-appointment at the Annual General Meeting**

Particulars	Smt Indra Jalan (Promoter)
DIN	00046265
Date of Birth	28/12/1941
Date of Appointment	17/07/2014
Qualification	Graduate
Nature of Experience Functional Area	Smt. Indra Jalan has knowledge of business and administration.
Name of Directorship in other Companies	Zee Software (P) Ltd.
Membership/ Chairmanship of committee in public Company	NIL
Shareholding	26880
Relation	Relative Of Mr. Anirudha Jalan (Director) and Mr.S. P. Jalan (KMP)

The above report was placed and approved by the Board at its Meeting held on 14th August, 2019.

**EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****NOTES TO RESOLUTION NO. 3.**

The Board of Directors of the Company wants to adopt a new Memorandum of Association of the Company as per the Companies Act, 2013 and want to approve the same by the shareholders in the forthcoming Annual General Meeting.

At present your Company have no Memorandum of Association as your Company was formed pursuant to part VII, Act, VI of 1882 of the Legislative Council of India and entitled "The Indian Companies Act, 1882" which is contravention of Section 6 of the Companies Act, 2013 for better administrative control, transparency and from Statutory point of view adoption of new Memorandum is utmost necessary so that compliance of the provisions of the Companies Act, 2013 can be made in true sense.

Your Management recommend for adoption of New Memorandum according to the Companies Act, 2013.

None of the Directors or their relatives directly or indirectly concerned or interested in the above resolution except as a shareholder of the Company.

A draft copy of Memorandum of Association signed by the Chairman for the purpose of identification, to be placed before the meeting for adoption. Same is also available to shareholder for inspection during the course of Annual General Meeting.

**NOTES TO RESOLUTION NO. 4.**

The Board of Directors of the Company wants to alter Articles of Association of the Company as per the New Companies Act, 2013 by altering old Article of Association with a new one as per table F of the Schedule I.

At present your Company have an Articles of Association based on old act and rules which is in contravention of Section 6 of the Companies Act, 2013. For better administrative control, transparency and from Statutory point of view alteration of Company's Articles of Association is utmost necessary so that compliance of the provisions of the Companies Act, 2013 can be made in true sense.

Your Management recommend for alteration of old Articles of Association according to the Companies Act, 2013.

None of the Directors or their relatives directly or indirectly concern or interested in the above resolution except as a shareholder of the Company.

A draft copy of Articles of Association signed by the Chairman for the purpose of identification to be placed before the meeting for adoption. Same is also available to shareholder for inspection during the course of Annual General Meeting.

## REPORT OF THE DIRECTORS

The Directors of the Company have pleasure in presenting the Annual Report together with the Audited Statement of Accounts of the Company, for the year ended 31st March, 2019.

<b>Financial Results</b>	<b>This Year Rs.</b>	<b>Previous Year Rs.</b>
Profit /(Loss) before Interest, Depreciation, Exceptional items and Taxation	<b>(33,69,935)</b>	88,84,393
Less: Interest	<b>10,67,679</b>	31,06,004
Depreciation	<b>57,45,590</b>	56,62,065
Profit/(loss) before tax & exceptional items	<b>(1,01,83,204)</b>	1,16,324
Exceptional Income	<b>16,75,780</b>	—
Profit/(loss) before tax and after exceptional items	<b>(85,07,424)</b>	1,16,324
Less : Provision for Taxation	<b>22,46,546</b>	9,58,390
Profit / (Loss) after tax	<b>(1,07,53,970)</b>	(8,42,066)
Add : Deferred Tax Credit	<b>(14,86,868)</b>	(15,10,873)
(Loss)/Profit for the year	<b>(1,22,40,838)</b>	(23,52,939)

### DIVIDEND

The Board of Directors of your Company do not recommend dividend for the year under review (Previous year Nil).

### OPERATION OVERVIEW

Your company's turnover stood at Rs.27.94 crore for the period ended 31-03-2019 against Rs. 25.15 crore in the previous year. The increase in turnover by Rs.2.79 crore is due to increase in production of tea.

### COURSE OF BUSINESS AND OUTLOOK

Management discussion and analysis report give the state of affairs of the business of the Company attached to this report separately. (Annexure I)

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO.

Particulars in respect of conservation of energy, technology absorption , foreign exchange earnings and outgo as required under section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Account) Rules, 2014 as set out in a separate statement attached hereto and forming part of the report. (Annexure II)

### CORPORATE GOVERNANCE

Regulation 27(2) of The (Listing Obligation and Disclosure Requirements) Regulation, 2015 vide SEBI circular no. CIR/CFB/Policy cell/7/2014 dated 15th September, 2014 is not mandatory for your Company. The Report for the same will be attached as and when the same will be applicable to your Company.

### EXTRACTS OF ANNUAL RETURN

The Extracts of Annual Return in format MGT-9 for the financial year 2018-19 have been enclosed with the report. (**Annexure III**)

**DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to the requirements of Section 134(1)(c) of the Companies Act, 2013 and on the basis of explanation and compliance certificate given by the executive of the Company and subject to the disclosures in the annual accounts and also on the basis of discussion with the Statutory Auditors of the Company from time to time we state as under :-

- (a) That in the preparation of annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departure.
- (b) That the director had selected such accounting policy 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 loss of the Company for that period:
- (c) That the directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities:
- (d) That the directors had prepared the annual accounts on a going concern basis:
- (e) That the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively: and
- (f) That the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**DIRECTORS:**

Mrs. Indra Jalan DIN 00046265 Director, retire by rotation at the ensuing Annual General Meeting, being eligible offers herself for re-appointment. The Board recommends her re-appointment.

**ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

The Board of Directors of the Company has initiated and put in place evaluation of its own performance, its committee and individual directors. The result of the evaluation is satisfactory and adequate and meets the requirement of the Company.

**NUMBER OF MEETINGS OF BOARD OF DIRECTORS**

The Board of directors has met 4 times and independent Director met once during the year ended 31st March, 2019.

**DETAILS OF COMMITTEE OF DIRECTORS**

The composition of Audit committee of Directors, nomination and remuneration committee of directors and stake holders of the grievance committee of directors, number of meeting held during the financial year 2018-19 and meeting attended by each member of the committee as required under the Companies Act, 2013 (Annexure IV). The CEO and CFO are invitees to the meeting.

The recommendation by the Audit Committee as and when made to Board has been accepted by it and there were no instance of dis-agreements between the committee and the Board.

**KEY MANAGERIAL PERSONNEL**

Since the last report there has been no change in key Managerial Personnel.

Mr. S. P. Jalan, CEO and Mr. K. C. Mishra, Company Secretary and CFO of the Company are the key managerial personnel of the Company as per definition under section 2(51) and Section 203 of the Act.

**DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENT**

Financial Statement (i.e. Balance Sheet, Profit & Loss Statement, Cash Flow Statement together with notes) are prepared through the process which has computerized as well as manual controls to ensure accuracy of recording all transaction taking place during any accounting period and the resultant financial position at period end. All data relating payroll, purchase, agricultural activity, selling and other activity are recorded through ERP operating system at Head Office and in house software used at Tea Estate. All data and transaction entered in the system are checked by various functional on the basis of supporting documents and records, then the accounting entries checked by accounts personnel and finally approved by Managerial Personnel.

At periodic interval the accounting data are compiled and financial statement are prepared. While preparing the financial statements, it is ensured that all transaction pertaining to the accounting period are recorded.

Fixed Assets, Stock of Tea and all other stores are physically verified. Balance confirmations are obtained for significant items of trade receivable and advance.

After preparation of financial statement all items appearing in the statement are analyzed in order to ensure overall reasonableness.

The Company has adopted policy and procedure for ensuring the orderly and efficient conduct of its business, safeguarding of its assets, prevention and detection of fraud and errors, accuracy and completeness of the accounting record and timely preparation of reliable financial disclosures.

**PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTY**

The particulars of Contracts or Arrangements made with related parties pursuant to sub-section (1) of Section 188 of the Companies Act, 2013 furnished in Form AOC -2, is attached to this report as **Annexure V**.

The transaction with related party which requires disclosure under section 134(3)(h) of The Companies Act, 2013 and Rule 8(2) of the Companies (accounts) Rules 2014 are given in the notes to the financial statement.

**LOAN, INVESTMENT AND GUARANTEE BY THE COMPANY**

Loan guarantee given or security provided by the Company to any entity under section 186 of The Companies Act, 2013 are furnished in the Note 34 to the Financial Statement.

**FIXED DEPOSIT**

Your Company has not accepted any fixed deposit for the financial year ended 31-03-2019.

**RISK MANAGEMENT**

The Company has led down a comprehensive risk assessment and minimization procedure which is reviewed by the Board from time to time. The procedures are reviewed to ensure that executive management control risk through means of properly defined frame work. The major risk have been identified by the Company and its mitigation process / measures have been formulated.

**ANALYSIS OF REMUNERATION**

Pursuant to Rule 5 of the Companies (Appointment and Remuneration) Rules 2014 disclosure on remuneration related information of employee, key managerial personnel is annexed herewith in **Annexure VI**.

**REMUNERATION POLICY**

Remuneration policy pursuant to Section 178 of the Companies Act, 2013 annexed herewith in **Annexure VII**.

**DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.**

The Company reported to provide the safe and conducive work environment to its employees during the year under review, no case of sexual harassment was reported.

**AUDITORS**

At the Annual General Meeting held on 25th September, 2017 M/s. K. N. Gutgutia & Co. Chartered Accountants, Kolkata, Firm Registration No. 304153E were appointed as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2022, M/s. K. N. Gutgutia & Co. has conducted audit for the financial year ended 31st March, 2019 and furnished their report to the Board. There is no qualification, reservation or adverse remarks made by the statutory auditors of the Company in their report pertaining to the year ended 31st March, 2019.

**SECRETARIAL AUDIT REPORT**

A Secretarial Audit Report for the year ended 31-03-2019 in prescribed form duly audited by the Practising Company Secretary M/s. D. C. Sahoo & Co. is annexed herewith and forming part of the report. (Annexure VIII)

**PARTICULARS OF EMPLOYEES**

No employee of the Company was in receipt of such remuneration as to disclose particular pursuant to the provision of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

**INTERNAL FINANCIAL CONTROL**

The Board has adopted the policy and procedure for ensuring the orderly and efficient conduct of its business, including adherences to the Company's Policy, the safeguarding of its assets, the prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosure.

**ACKNOWLEDGEMENT**

The Directors wish to express their appreciation to all officers, members, staff and workmen of the Company for valuable services rendered and dedication exhibited by them. They also express their gratitude to Tea Board and Bankers for their co-operation and support extended to the Company and express their thanks to Shareholders for their confidence and understanding.

Registered Office:

"McLeod House"  
3, Netaji Subhas Road,  
Kolkata - 700 001.  
Kolkata, The 14th day of August, 2018.

FOR AND ON BEHALF OF THE BOARD

**Sanjay Kumar Kejriwal**  
DIRECTOR  
DIN : 00061102

**Shridhar Issar**  
DIRECTOR  
DIN : 00044295

**ANNEXURE 1****MANAGEMENT DISCUSSION AND ANALYSIS REPORT****Industrial Structure and Development**

India is the largest producer of black tea, produced about 1338 million Kgs against 1322 million Kgs of Tea during calendar year 2017. This represents around 42% of world black tea production. Sri Lanka, Kenya and other African countries, Bangladesh are other main black tea Producer globally. The tea Industry plays a vital role in the Indian economy by way of contributing valuable foreign exchange and providing employment to a vast work force in remote areas.

Weather condition during 2018 has been very conducive for tea production across geographics. In India due to favorable weather condition there is increase of production to the tune of 26 million Kgs second year in succession. Demand in global Market has been stable due to stability in geo-political situation. The Auction price in India is higher by 5% in comparison to last year.

**Cost in India were higher due to increase in input cost like wages, welfare expenses etc.**

The company has one tea estate together with own processing unit. Your company is committed to improve quality. Tea continues to enjoy the status of a popular beverage in the world. The huge domestic market offers a significant opportunity for the tea industry in India. Tea is now also being promoted as a health drink and offers significant opportunities for increase in consumption worldwide.

**Outlook**

The health of our industry depends to a large extent on the geographical conditions which are outside the realm of the control of the company. The tea industry is a highly labour intensive. The wages of workers are determined according to periodic wage settlement agreement which often increase the labour cost to a significant extent irrespective of any improvement in productivity and realization. The average sale price is expected to remain stable in comparison to last year due to increase in production. In spite of increase in Production of Own tea as well as teas made from Bought leaf, sharp increase in wages, salaries and fuel costs may adversely effect the working of the Company.

**Internal Control System and its adequacy**

The Company has an adequate Internal Control system to ensure proper and efficient use of the company's resources, its protection against any unauthorized use, accuracy in financial reporting and due compliance of the company policy procedure as well as the statutes. Statutory and internal auditors also review its implementation and progress at periodic intervals and take corrective action where any short comings are identified. The audit committee similarly reviews the internal control system and provides guidance for improvement.

**Financial and operational performance**

During the year 2018-2019 the company reported a net sale of Rs. 27.94 Crores in comparison to previous year Rs.25.15 Crores and loss for the year ended 31st March 2019 (after tax) is Rs.122.41 Lakh in comparison to loss of Rs. 23.52 Lakh last year. Due to increase in cost of production the operation of Company was adversely effected resulting in loss for the year under review.

**Human resources and development**

The company has around 1500 permanent employees employed at the tea estate. The labour welfare officer employed specifically for the purpose monitors the welfare of the workers.

Your company runs a hospital, ambulance and dispensaries at its out divisions providing medical care to the employees.

**Personnel**

The Industrial relation remains satisfactory for the year under review.

**ANNEXURE II**

**(Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) of the Companies (Account) Rules, 2014)**

**(A) CONSERVATION OF ENERGY**

1. Energy Conservation Measure taken:	---		
2. Additional investments and proposals if any, being implemented for reduction of consumption of energy		Installation of Automatic Voltage Regulator	
3. Impact of the measures at : (1) and (2) above for reduction of energy consumption and consequent impact on the cost of production.		The cost of production has been reduced after installation of the energy saving equipments barring increase in rates of inputs	
4. Power and Fuel Consumption		Current Year	Previous Year
1. Electricity			
a) Purchased Unit		8,42,699	8,59,457
Total Amount (Rs.)		76,24,039	83,57,551
Rate / Unit		9.05	9.72
b) Own Generation			
i) Through diesel Generator			
Unit		1,88,775	1,96,494
ii) Units per Litre of diesel oil			
Cost/Unit (Rs.)		36.84	30.18
2. (a) Natural Gas			
Quantity (Scum)		9,21,559	7,74,870
Total Amount		1,07,89,467	73,49,768
Average Rate		11.71	9.49
(b) Consumption Per Unit of Production			
Black Tea (in Kgs.)		16,16,476	13,86,437
Electricity (In Unit )		0.64	0.76
Furnace Oil (in Litres)		-	-
Coal (in Kgs.)		-	-
Natural Gas (in Scum)		9,21,559	7,74,870
Natural Gas (per unit)		0.57	0.56



**(B) RESEARCH AND DEVELOPMENT**

1. Specific area in which R & D carried out by the Company – Vermiculture farming.
2. Future plan of action

Works are in hand to improve all aspects of field management which will improve both quality and production.

3. Expenditure on R & D

- |  |   |                |
|--|---|----------------|
| (a) Capital  | : |                |
| (b) Recurring  | : | Rs.4,30,480.00 |
| (c) Total R & D expenditure<br>as percentage of total turnover | : |                |

**(C) TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION**

1. Efforts are being made towards technology absorption, adaptation and innovation: -
2. In case of imported technology (imported during the last 6 years from the beginning of the financial year) following information may be furnished:
  - (a) Technology imported (b) year of import (c) has technology been fully absorbed (d) if not fully absorbed areas where they have not taken place, reason and future plan of actions.

No Technology was imported during last 5 years.

FOREIGN EXCHANGE EARNING – Rs. Nil (Previous year Rs. Nil)

FOREIGN EXCHANGE OUTGO – Rs. 8,17,867.00 (Previous year Rs. 9,34,473.00)

**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31st March, 2019

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

**FORM NO. MGT-9**

<b>I. REGISTRATION AND OTHER DETAILS</b>		
i.	CIN	L15421WB1890PLC000612
ii.	Registration Date	21.06.1890
iii.	Name of the Company	TYROON TEA COMPANY LIMITED
iv.	Category / Sub-Category of the Company	PUBLIC COMPANY LIMITED BY SHARES
v.	Address of the Registered Office and contact details	3, Netaji Subhas Road, Kolkata 700001 West Bengal, Tel No.:- 91 03322486071 Email ID info@tyroon tea.com
vi.	Whether listed company	Yes
vii.	Name, address and contact details of Registrar and Transfer Agent, if any	R & D Infotech Private Ltd. Corporate Office : 1st Floor 7A, Beltala Road. Kolkata 700026 Phone Number : 033-2419-2641/42 Email ID info@rdinfotech.net

<b>II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>			
All the business activities contributing 10% or more of the total turnover of the company shall be stated:-			
Sr. No.	Name and Description of main Product/Services	NIC Code of the Product/service	% to Total Turnover of the Company
1	BLACK TEA	1132	100

<b>III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES</b>					
Sr.	Name & Address of Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
1	Srikrishna Arjun Trading & Investment Company Private Limited	U67120WB1973PTC028756	Associate	28.10	Section 2(6) and other applicable provisions, if any of Companies Act 2013

## IV) SHARE HOLDING PATTERN (Equity Share Capital Breakup as % to Total Equity)

i) Category of Shareholders	No of Shares held at the beginning of the year 01.04.2018				No of Shares held at the end of the year 31.03.2019				%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	1160672	0	1160672	34.12	1160672	0	1160672	34.12	0.00
b) Central Govt.or State Govt.	0	0	0.00	0.00	0	0	0	0.00	0.00
c) Bodies Corporates	1126240	0	1126240	33.10	1126240	0	1126240	33.10	0.00
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
<b>SUB TOTAL:(A) (1)</b>	<b>2286912</b>	<b>0</b>	<b>2286912</b>	<b>67.22</b>	<b>2286912</b>	<b>0</b>	<b>2286912</b>	<b>67.22</b>	<b>0.00</b>
<b>(2) Foreign</b>									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other...	0	0	0	0.00	0	0	0	0.00	0.00
<b>SUB TOTAL (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	<b>2286912</b>	<b>0</b>	<b>2286912</b>	<b>67.22</b>	<b>2286912</b>	<b>0</b>	<b>2286912</b>	<b>67.22</b>	<b>0.00</b>
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	0	500	500	0.01	0	500	500	0.01	0.00
b) Banks/FI	0	2400	2400	0.07	0	2400	2400	0.07	0.00
c) Central govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FII's	0	0	0	0.00	0	0	0	0.00	0.00%
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00%
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00%
<b>SUB TOTAL (B)(1):</b>	<b>0</b>	<b>2900</b>	<b>2900</b>	<b>0.08</b>	<b>0</b>	<b>2900</b>	<b>2900</b>	<b>0.08</b>	<b>0.00%</b>
<b>(2) Non Institutions</b>									
a) Bodies corporate									
i) Indian	47520	7874	55394	1.63	39766	6274	46040	1.35	0.00%
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	473349	180625	653974	19.22	408755	166526	575281	16.91	-2.31%
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakh	316852	0	316852	9.31	404794	0	404794	11.90	2.59%
c) Director Relation	0	0	0	0.00	0	0	0	0.00	0.00%
d) Others (specify)									
NRI's	964	85104	86068	2.53	1069	85104	86173	2.53	0.00%
<b>SUB TOTAL (B)(2):</b>	<b>838685</b>	<b>273603</b>	<b>1112288</b>	<b>32.69</b>	<b>854384</b>	<b>257904</b>	<b>1112288</b>	<b>32.69</b>	<b>0.00%</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>838685</b>	<b>276503</b>	<b>1115188</b>	<b>32.78</b>	<b>854384</b>	<b>260804</b>	<b>1115188</b>	<b>32.78</b>	<b>0.00%</b>
<b>C. Shares held by</b>									
<b>Grand Total ((A+B+C)</b>	<b>3125597</b>	<b>276503</b>	<b>3402100</b>	<b>100.00</b>	<b>3141296</b>	<b>260804</b>	<b>3402100</b>	<b>100.00</b>	<b>0.00%</b>

## ii) Shareholding of Promoters

Sr. Shareholders Name No.	Shareholding at the beginning of year 01.04.2018			Shareholding during at the end of the year 31.03.2019			% change in Share holding during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
1. Aniruddha Jalan	1064197	31.28	0.00	1064197	31.28	0.00	0.00
2. Creative Services Private Limited	37753	1.11	0.00	37753	1.11	0.00	0.00
3 Indra Jalan	26880	0.79	0.00	26880	0.79	0.00	0.00
4 James Alexander & Company Limited	132645	3.90	0.00	132645	3.90	0.00	0.00
5 Rajyashree Jalan	23795	0.70	0.00	23795	0.70	0.00	0.00
6 Shrikrishna Arjun Trading and Investment Company Private Limited	955842	28.10	0.00	955842	28.10	0.00	0.00
7 Sriprakash Jalan	32800	0.96	0.00	32800	0.96	0.00	0.00
8 Sudarshan Kumar Jalan	12000	0.35	0.00	12000	0.35	0.00	0.00
9 Vandana Jalan	1000	0.03	0.00	1000	0.03	0.00	0.00
<b>Total</b>	<b>2286912</b>	<b>67.22</b>	<b>0.00</b>	<b>2286912</b>	<b>67.22</b>	<b>0.00</b>	<b>0.00</b>

## iii) Change in Promoters' Shareholding

Particulars	Shareholding at the beginning of the year 01.04.2018		Cumulative Shareholding at the end of the year 31.03.2019	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	2286912	67.22	2286912	67.22
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)				
At the End of the year	2286912	67.22	2286912	67.22

**iv) Shareholding of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs & ADRs)**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 01.04.2018		Date Wise Increase/Decrease in Shareholding during the year		Cumulative Shareholding during the year		Shareholding at the end of the year 31.03.2019	
		No. of Shares	Total shares of the Company	No. of Shares	Total shares of the Company	No. of Shares	Total shares of the Company	No. of Shares	Total shares of the Company
1	Rathinasamy Narayanasamy Rubesh	125907	3.70	0	0	125907	3.70	125907	3.70
2	Mahendra Girdharilal	78999	2.32	0	0.01	78999	2.32	78999	2.32
	01-03-2019			200	0.01	79199	2.33	79199	2.33
3	Rajendra Jain	26743	0.79			26743	0.79		
	08-06-2018			425	0.01	27168	0.79		
	15-06-2018			383	0.01	27551	0.81	27551	0.81
4	Sangeethas	40574	1.19	0	0	40574	1.19	40574	1.19
5	Uphaar Financial Services Private Limited	28494	0.84	0	0	28494	0.84	28494	0.84
6	Irma Begg	26160	0.77	0	0	26160	0.77	26160	0.77
7	Ghita Begg	26160	0.77	0	0	26160	0.77	26160	0.77
8	N Lalitha	23508	0.69	0	0	23508	0.69	23508	0.69
9	Pragney Jagdishbhai Patel	21121	0.62	0	0	21121	0.62	21121	0.62
10	R Vanitha	18176	0.53	0	0	18176	0.53	18176	0.53

**v) Shareholding of Directors & KMP**

Sr. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year 01.04.2018		Date Wise Increase/Decrease in Shareholding during the year		Cumulative Shareholding during the year		Shareholding at the end of the year 31.03.2019	
		No. of Shares	Total shares of the Company	No. of Shares	Total shares of the Company	No. of Shares	Total shares of the Company	No. of Shares	Total shares of the Company
1	Anirudha Jalan	1064197	31.28	0	0	0	0	1064197	31.28
2	Indra Jalan	26880	0.79	0	0	0	0	26880	0.79
3	Sriprakash Jalan	32800	0.96	0	0	0	0	32800	0.96

**vi) INDEBTEDNESS**

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

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtness at the beginning of the financial year 01.04.2018</b>				
i) Principal Amount	3607006	0	0	3607006
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>3607006</b>	<b>0</b>	<b>0</b>	<b>3607006</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	343073297	0	0	343073297
Reduction	333213967	0	0	333213967
Net Change	9859330	0	0	9859330
<b>Indebtedness at the end of the financial year 31.03.2019</b>				
i) Principal Amount	13466336	0	0	13466336
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (I + ii + iii)</b>	<b>13466336</b>	<b>0</b>	<b>0</b>	<b>13466336</b>

**VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole time director and/or Manager:**

Sl.	Particulars of Remuneration	Name of the MD/WTD/Manager			Total Amount	
1	Gross salary					
(a)	Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	NIL	NIL	NIL	0	0
(b)	Value of perquisites u/s 17(2) of the Income tax Act, 1961	NIL	NIL	NIL	0	0
(c)	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	NIL	NIL	NIL	0	0
2	Stock option	NIL	NIL	NIL	0	0
3	Sweat Equity	NIL	NIL	NIL	0	0
4	Commission as of profit others (specify)	NIL	NIL	NIL	0	0
5	Others, please specify	NIL	NIL	NIL	0	0
	<b>Total (A)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>0</b>	<b>0</b>
	Ceiling as per the Act	NIL	NIL	NIL	0	0

**B. Remuneration to other Director :**

Sl.	Particulars of Remuneration	Name of the Director			Total Amount
		Mr. S. Issatr	Mr. S. K. Kejriwal	Mr. Ummed Mal Banthia	
1	Independent Directors	Rs 10,000	Rs 10,000	Rs 10,000	Rs 30,000
(a)	Fee for attending board committee meetings				
b)	Commission	NIL	NIL	NIL	0
(c)	Others, please specify	NIL	NIL	NIL	0
	<b>Total (1)</b>	<b>Rs 10,000</b>	<b>Rs 10,000</b>	<b>Rs 10,000</b>	<b>Rs 30,000</b>
2	Other Non Executive Directors				
(a)	Fee for attending board committee meetings	Mrs. Indra Jalan Rs 4000	Mr. Anirudha Jalan Rs NIL	NIL	4000
(b)	Commission	NIL	NIL	NIL	NIL
(c)	Others, please specify.	NIL	NIL	NIL	NIL
	<b>Total (2)</b>				<b>Rs 4000</b>
	<b>Total (B)=(1+2)</b>				<b>Rs 34000</b>
	<b>Total Managerial Remuneration</b>				<b>Rs 34000</b>
	Overall Ceiling as per the Act.				Yes

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

Sl.	Particulars of Remuneration	Key Managerial Personnel		
		S.P. Jalan CEO	K.C. Mishra Company Secretary & CFO	Total
1	Gross Salary			
(a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	1475320	893718	2369038
(b)	Value of perquisites u/s 17(2) of the Income Tax Act, 1961	200968	19500	220468
(c)	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
5	As of profit	0	0	0
6	Others, specify	0	0	0
7	Others, please specify	0	0	0
	<b>TOTAL</b>	<b>1676288</b>	<b>913218</b>	<b>2589506</b>

**VIII. 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	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. Directors</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. Other Officers in Default</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL



**ANNEXURE IV****DETAILS OF DIRECTORS/COMMITTEE OF DIRECTORS MEETING****1. DIRECTORS**

Name	No. of meetings	No. of meetings attended
Mr. S. Issar, Independent Director	4	4
Ms Indra Jalan, Non-Independent Non-Executive Director	4	4
Mr. Anirudha Jalan, Non-Independent Non-Executive Director	4	0
Mr. Sanjay Kejriwal, Independent Director	4	4
Mr. Ummed Mal Banthia, Independent Director	4	4

**A) AUDIT COMMITTEE**

Name	No. of meetings	No. of meetings attended
Mr. S. Issar, Independent Director	4	4
Mr. Anirudha Jalan, Non-Independent Non-Executive Director	4	0
Mr. Sanjay Kejriwal, Independent Director	4	4
Mr. Ummed Mal Banthia, Independent Director	4	4

**B) NOMINATION AND REMUNERATION COMMITTEE**

Name	No. of meetings	No. of meetings attended
Mr. Sanjay Kejriwal, Independent Director	2	2
Mr. S. Issar, Independent Director	2	2
Mr. Ummed Mal Banthia, Independent Director	2	2

**C) STAKEHOLDERS RELATIONSHIP COMMITTEE**

Name	No. of meetings	No. of meetings attended
Mr. Sanjay Kejriwal, Independent Director	2	2
Mr. S. Issar, Independent Director	2	2
Mr. Ummed Mal Banthia, Independent Director	2	2

**ANNEXURE – V**  
**FORM NO. AOC - 2**

**Disclosure of particular of Contracts / arrangements entered into by the Management with related party referred to in Sub section 1 of Section 188 of Companies Act, 2013 including certain arm's length transaction under third proviso thereto.**

(Pursuant to Clause h of subsection 3 of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of Contract or arrangements or transaction not at arm's length basis

During the financial year ended 31st March 2019, there was no contract or arrangement or transaction entered into by the Company not at arm's length basis.

2. Details of Material Contract or arrangements or transaction at arm's lengths basis.

Name of the related party and nature of relationship	Nature of Contracts / arrangements/ transaction	Duration of the Contract/ arrangements/ transaction	Salient Terms of Contract or arrangements or transaction including the value, if any	Date of Approval by the Board, if any	Amounts paid as advance, if any
Mr. S. P. Jalan Father of Mr. Anirudha Jalan and son of Mrs Indra Jalan, Directors of Company	Appointed as CEO of the Company	Contract will end on 31-03-2021, subject to renewal	Total Salary for the year 2018-19 Rs 1676288/-	Before commencement of The Companies Act, 2013	Nil

**ANNEXURE – VI**  
**ANALYSIS OF REMUNERATION**

Pursuant to section 197(12) of the Companies Act, 2013, read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014 for the year ended 31-03-19.

- 1) No director has been paid any remuneration except sitting fees. The ratio of the remuneration of the Directors to the median remuneration of the employees of the Company for the financial year is negligible, hence not reported.

- 2) Percentage of increase in remuneration of each director and KMP

Sl. No.	Name	Designation	% increase	
			2018-19	2017-18
1.	Mr. S. P. Jalan	CEO	8.95	11.05
2.	Mr. K. C. Mishra	Company Secretary & CFO	8	8

- 3) Number of permanent employees on the roll of the Company as on 31st March, 2019 was 1476 nos. and as on 31st March, 2018 was 1595 nos.

- 4) A) Performance of the Company

Description	Rs. in Lakhs	
	2018-19	2017-18
Profit before tax	(101.83)	1.16

- B) Remuneration to the employees of the Company as per the remuneration policy of the Company as per comparative market scenario and sustainability in the medium to long-term.

- 5) There is no direct relationship between average increase in remuneration of employee and KMP with year to year financial performance of the Company.
- 6) Variation in market capitalization of the Company, price earning ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotation of the shares of the Company in comparison to rate at which the Company came out with the last public offer

- i) Variation in Market capitalization during financial year 2018-19 of the Company.

Decrease in (Rs.in Lacs)	% of decrease
884.55	45.02%

- ii) Price earning ration

Description	As on 31-03-2019	As on 31-03-2018
Price Earning Ratio	(3.60)	(0.69)

- iii) Percentage decrease in market quotation in the shares of the Company in comparison to rate at which the company came out with last public issue (in the year 1995 at a premium of Rs.30) i.e. 20.63%.

- 7) No employee of the Company was in receipt of such remuneration more than the limit as prescribed under Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014.

**ANNEXURE-VII**  
**REMUNERATION POLICY**

**(1) Introduction**

Section 178 of the Companies Act, 2013 requires every Listed company and certain other class of companies to adopt the policy relating to the remuneration of the Directors, Key Managerial Persons and other Employees. The Nomination and Remuneration Committee set up, pursuant to above Section is to formulate the criteria for determining qualification and positive attributes and independentness of a Director and recommend to the Board the policy for adoption.

The policy shall act as guidelines on matter relating to the remuneration, appointment, removal and evaluation of performance of Directors, Key Managerial Personnel and Senior Management. The company is also required to disclose the remuneration policy in its Annual Report.

**(2) Policy Objectives**

The aim and objective of the policy is as follows:-

- (a) To attract, retain and motivate appropriately qualified persons/members of the Board and Executive level.
- (b) To evaluate the performance of the Members of the Board and provide necessary report to the Board for further evaluation.
- (c) To recommend the Board on remuneration payable to the Directors, Key Managerial Persons and Senior Management.
- (d) To develop a succession plan for the Board and to regularly review the plan.
- (e) To determine remuneration based on company's financial position, trends and practices on remuneration prevailing in the Industry.
- (f) To consider any other matter as may be requested by the Board.

**(3) Remuneration for Directors in whole-time employment**

None of the Directors is in full time employment of the company for the period under review.

**(4) Remuneration of Non-Executive Directors**

Sitting Fee:

The Non-Executive Directors shall be paid for attending Board Meetings as may be approved by the Board based on the recommendation of the Nomination and Remuneration Committee.

**(5) Remuneration of Key Managerial Personnel and other Executives**

The company shall pay the remuneration as per the compensation and benefit policy of the company as revised through the Annual Salary Review process from time to time while deciding on the remuneration structure of the Key Managerial Personnel who are not Directors and for other Executives of the company.

**(6) Role of Nomination and Remuneration Committee**

The role and responsibility of the Nomination and Remuneration Committee shall be as prescribed in Section 178 of the Companies Act, 2013 and the Listing Regulation.

**(7) Selection of Board Members**

- (a) Nomination of suitable person as a Director is a major responsibility of the Nomination and Remuneration Committee. The Committee is to identify the candidate in the event of vacancy being created on the Board on account of retirement, resignation or demise of an existing Board Member. Based on the recommendation, the Board, after due consideration decided to select the right candidate for appointment.
- (b) While appointing Committee will consider candidate not only from the fields in which the company operate but also from other fields to maintain Board diversity. The Committee shall also consider the qualification, business skill, requisite knowledge that will benefit the company and its business operations.
- (c) While considering candidate for appointment as Independent Director, the Nomination and Remuneration Committee shall consider the criteria for determining independentness of the person as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder as also in the Listing Regulation.

**(8) Approval and Publication**

The remuneration policy has been adopted by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee. The particulars of the policy shall be published in the Board Report in terms of the Companies Act, 2013.

**(9) Amendments to the Policy**

The Board of Directors on its own and/or as per the recommendations of the Nomination and Remuneration Committee can amend the policy as deemed fit from time to time.

**(10) Other Provision**

Any matter not provided for in this policy shall be dealt with in accordance with the Provisions in the Articles of Association of the company, relevant state laws and other applicable law and regulation.

**ANNEXURE – VIII**

To,  
The Members,  
M/s. **TYROON TEA CO LIMITED**  
3, NETAJI SUBHAS ROAD,  
KOLKATA- 700001

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 these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurances 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 process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where-ever required, we have obtained the Management representation about the Compliance of Laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of 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 **D. C. Sahoo & Co.**  
*Company Secretaries*

**Sd/- D. C. Sahoo**  
*Proprietor*  
M. No.: ACS No: 14008  
C P No.: 5508

Place: Kolkata  
Date: 14.08.2019

**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31st March, 2019**

**[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,  
**M/s. TYROON TEA CO LIMITED**  
3, NETAJI SUBHAS ROAD,  
KOLKATA- 700001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. TYROON TEA CO 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 our opinion thereon.

Based on our verification of M/s. TYROON TEA CO LIMITED's books, papers, minute books, forms and returns filed, registers 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, 2019 ('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 registers and records maintained by M/s. TYROON TEA CO LIMITED ("the Company") for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, Export and Imports;
- (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, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 w.e.f., 10th of November, 2018 and its amended

- Regulations, 2018, w.e.f., 31.12.2018. (Not applicable to the Company during the Audit Period);
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ( not applicable to the Company during the Audit Period);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
  - (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 (Not applicable to the Company during the Audit Period); and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1918 w.e.f., 11th September, 2018 (Not applicable to the Company during the Audit Period);
- (vi) The management has identified and confirmed the following laws as specifically applicable to the Company:
- 1. The Assam Tea Plantation Act, 1951.
  - 2. The Assam Tea Plantation Provident Fund Scheme Act, 1955.
  - 3. The Tea Act, 1953 along with other allied acts pertaining to the Union of Tea Industry and regulated by 'The Tea Board, India'.
  - 4. The Food safety and Standard Act, 2006.
  - 5. The Legal Metrology Act, 2009 and Rules made there under;
  - 6. The Hazardous Wastes (Management and Handling) Rules,1989 in compliance to the Environment (protection) Act, 1986;

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

- (i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with BSE Limited and The Calcutta Stock Exchange Association Ltd and SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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.



All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board as the case may be.

We further report that 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:

1. The Register of Charges are not updated and a long pending issue pertaining to one satisfaction of Charge is still pending. The management of the Company is discussing the issue with the concerned banker and the matter is under progress.

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.

We further report that during the audit period the company has not entered in to or taken any major decisions which have influential financial impact on the entire affairs of the Company.

For **D. C. Sahoo & Co.**  
*Company Secretaries*

**Sd/-**  
**D. C. Sahoo**  
*Proprietor*  
ACS : 14008  
C P No.: 5508

Place: Kolkata  
Date : 14/08/2019

(Note: This report is to be read with the letter of even date issued by the Secretarial Auditor(s) and forms an integral part of this report.)

## INDEPENDENT AUDITORS' REPORT

### To the Members of TYROON TEA COMPANY LIMITED

#### Report on the Audit of the Financial Statements

#### Opinion

We have audited the Financial Statements of Tyroon Tea Company Limited ("the Company"), which comprise the Balance sheet as at March 31, 2019, and the statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (herein referred to as "financial statements").

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 Companies Act, 2013 ("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 March 31, 2019, its Loss (financial performance including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matter described below to be the key audit matter to be communicated in our report.

The Key Audit Matter	How the matter was addressed in our audit
<p>Determination of fair value of biological assets and agricultural produce as at the year ended March 31, 2019</p> <p>(Refer to the accompanying note no. 11 &amp; 12 forming integral part of the Financial Statements)</p> <p>As on March 31, 2019, the Company has biological assets with the carrying value of Rs.17,12,304/- and finished goods of made tea produced from green leaves harvested from own gardens ("agricultural produce") &amp; finished goods of made tea produced from bought green leaves with carrying value of Rs.1,13,81,720/-,</p>	<p>We understood and tested the design and operating effectiveness of controls as established by the management in determination of the fair value of biological assets and agricultural produce used in the production of finished goods (Made Tea).</p> <p>We considered various factors including the actual selling price prevailing around and subsequent to the year end, including technical factors stated by management which determine the quality and hence the fair value of biological assets.</p>

<p>The biological assets and agricultural produce used in the production of finished goods (Made Tea) are stated at fair value less costs to sell. Such Inventory of Made Tea is carried at the lower of cost and net realizable value.</p> <p>We considered the valuation of biological assets and agricultural produce used in the production of finished goods (Made Tea) as a key audit matter given the significant judgement involved in the consideration of factors used in the determination of fair value of such agricultural produce.</p>	<p>Based on the above procedures performed, the management's determination of the fair value of biological assets and agricultural produce used in the production of finished goods (Made Tea) .as at the year-end and comparison with net realisable value of inventory, is considered to be reasonable.</p>
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#### **Information Other than the Financial Statements and Auditors' Report Thereon**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

**Information Other than the Financial Statements and Auditors' Report Thereon**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a

whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(A) 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 (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on April 1, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

- h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations as at March 31, 2019 on its financial position in its financial statements refer notes no. 34.1 & 34.1.1 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Place: Kolkata  
Date: 30th May 2019

For **K.N.GUTGUTIA & Co.**  
*Chartered Accountants*  
Firm Registration No.:304153E  
**K C SHARMA**  
*Partner*  
Membership No: 50819

**“ANNEXURE A” TO THE AUDITOR’S REPORT OF EVEN DATE:**

- i.
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets/Property, plant and Equipment.
  - b) The Fixed assets/ Property, plant and Equipment of the company were physically verified by the Management according to phased program of verification, which in our opinion is reasonable having regard to the size of the Company and the nature of its business. Discrepancies noticed on such verifications were not material and have been properly dealt with in the books of accounts.
  - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. As explained to us, the inventories of the Company except materials lying with the third parties have been physically verified by the management at reasonable intervals during the year / at the year-end. In our opinion and according to the information and explanations given to us, the frequency of the verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- iii. The Company has granted unsecured loan to a company covered in the register maintained under section 189 of the Companies Act, 2013. The terms and conditions of the grant of such loan is not prejudicial to the interest of the company.  

The repayment of principal and interest is stipulated. Principal is not yet due and interest is received regularly and not overdue for more than 90 days.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- v. The Company has not accepted any deposits from public covered under Sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder.
- vi. According to the information and explanations given to us, the maintenance of cost records under Section 148(1) of the Act has not been prescribed and as such, paragraph 3(vi) of the Order is not applicable to the Company.
- vii.
  - a). According to the information and explanations given to us, during the year, the Company has generally been regular in depositing to the appropriate authorities undisputed statutory dues including provident fund, employees’ state insurance, income-tax, sales-tax, goods and service tax, service tax, duty of Customs, duty of excise, value added tax, cess and other statutory dues as applicable to it. However, according to the information and explanations given to us, there is no undisputed amounts payable in respect of these which were in arrears as on 31st March 2019 for a period of more than six months from the date they became payable
  - b) According to the information and explanations given to us, the details of sales tax, goods

Name of the Statute	Nature of the Dues	Relating to the Year	Amount in Rupees	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	2010-2011	5,76,450	Commissioner of Income Tax (Appeals)-2

- viii. In our opinion and on the basis of information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions and banks. The company has not issued any debentures.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). As per the information and explanation given to us, the Company has not availed fresh term loan during the year.
- x. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud by the company and no fraud on the company by its officers or employees has been noticed or reported during the course of audit.
- xi. The managerial remuneration has been paid or provided by the company in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the companies Act 2013.
- xii. The company is not a Nidhi company and hence reporting under clause (xii) of the Companies (Auditors Report) Order, 2016 is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act 2013 where applicable and details of such transactions have been disclosed in the Ind As financial statements as required by the applicable accounting standards.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and so clause 3(xiv) of the Companies (Auditor's Report) Order 2016 is not applicable.
- xv. The Company has not entered into non-cash transactions with directors or persons connected with him, during the year. Accordingly, paragraph 3(xv) of the Companies (Auditor's Report) Order 2016 is not applicable.
- xvi. The company is not a non-banking financial company and hence the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place: Kolkata  
Date: 30th May 2019

For **K.N.GUTGUTIA & Co.**  
Chartered Accountants  
Firm Registration No.:304153E  
**K C SHARMA**  
Partner  
Membership No: 050819



**ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE IND AS  
FINANCIAL STATEMENTS OF TYROON TEA COMPANY LIMITED**

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

We have audited the internal financial controls over financial reporting of TYROON TEA COMPANY LIMITED (“the Company”) as at March 31, 2019 in connection with our audit of the Ind As financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

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

**Auditors’ Responsibility**

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

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

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

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind As financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable

assurance that transactions are recorded as necessary to permit preparation of Ind As financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind As financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Kolkata  
Date: 30th May 2019

For **K.N.GUTGUTIA & Co.**  
*Chartered Accountants*  
Firm Registration No.:304153E  
**K C SHARMA**  
*Partner*  
Membership No. 50819

**Balance Sheet as at 31st March, 2019**

(Amount in Rs.)

Particulars	Note No.	As at 31 March 2019	As at 31 March 2018
<b>ASSETS</b>			
<b>1) Non-current Assets</b>			
a) Property, Plant and Equipment	5	80,636,519	77,555,885
b) Capital Work-in-progress		11,629,872	11,556,779
c) Financial Assets			
i) Investments	6	5,811,407	9,663,816
ii) Loans	7	1,416,304	2,779,815
iii) Other Financial Assets	8	11,509,761	10,914,153
d) Deferred tax assets (Net)	9	3,303,313	5,928,037
e) Other Non current assets	10	48,755,378	47,467,441
<b>Total Non Current Assets</b>		<b>163,062,554</b>	165,865,926
<b>2) Current Assets</b>			
a) Inventories	11	23,262,267	19,816,125
b) Biological Assets other than bearer plants	12	1,712,304	2,507,152
c) Financial Assets			
i) Investments	13	92,416,379	82,753,525
ii) Trade receivables	14	4,475,365	5,652,394
iii) Cash and cash equivalents	15	2,043,545	2,388,098
iv) Other Bank Balances	16	1,442,218	1,669,822
v) Loans	7	21,900,000	20,100,000
vi) Other Financial Assets	8	5,358,807	5,650,842
d) Current Tax Assets (Net)	17	2,098,031	2,775,784
e) Other current assets	10	9,152,866	6,322,151
<b>Total Current Assets</b>		<b>163,861,782</b>	149,635,893
<b>Total Assets</b>		<b>326,924,336</b>	315,501,819
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
a) Equity Share Capital	18	35,120,208	35,120,208
b) Other Equity	19	165,018,905	174,021,231
		<b>200,139,113</b>	209,141,439
<b>Liabilities</b>			
<b>1) Non Current liabilities</b>			
a) Financial Liabilities			
i) Borrowings	20	1,000,681	1,317,360
b) Provisions	21	55,191,430	52,968,609
<b>Total Non Current Liabilities</b>		<b>56,192,111</b>	54,285,969
<b>2) Current liabilities</b>			
a) Financial Liabilities			
i) Borrowings	20	12,465,656	2,289,646
ii) Trade Payables	22		
a) Dues to micro & small enterprises		50,073	-
b) Dues to creditor other than micro & small		4,56,37,975	37,598,239
iii) Other Financial Liabilities	23	842,218	1,069,822
b) Other current liabilities	24	4,367,821	2,743,019
c) Provisions	21	7,229,369	8,373,685
<b>Total Current Liabilities</b>		<b>70,593,112</b>	52,074,411
<b>Total Liabilities</b>		<b>126,785,223</b>	106,360,380
<b>Total Equity and Liabilities</b>		<b>326,924,336</b>	315,501,819

Summary of significant accounting policies

1 - 4

Notes on Financial Statements

5 to 41

These notes are an integral part of the Financial Statements.

As per our report of even date

For K.N. Gutgutia & Co.  
Chartered Accountants  
Firm Registration No. 304153E  
Place : Kolkata  
Date : 30th May, 2019

**K. C. Sharma**  
Partner  
Membership No. 50819

**K. C. Mishra**  
Company Secretary  
& CFO  
Mem. No. A13288

For and on behalf of the Board  
**Shridhar Issar**  
DIN : 00044295  
**Sanjay Kumar Kejriwal**  
DIN : 00061102

Directors

**Statement of Changes in Equity for the year ended 31st March, 2019**

(Amount in Rs)

**(i) Equity Share Capital**

Particulars	Notes	Total
<b>Balance as at March 31, 2018</b>		<b>35,120,208</b>
Changes in equity share capital during the year		—
<b>Balance as at March 31, 2019</b>		<b>35,120,208</b>

**(ii) Other Equity**

Particulars	Reserves and Surplus			Items of Other Comprehensive Income		Total
	Securities Premium Reserve	Retained Earning	General Reserve	Equity instrument through other Comprehensive income		
<b>Balance as at March 31, 2018</b>	<b>38,657,000</b>	<b>(12,338,028)</b>	<b>141,597,116</b>	<b>6,105,143</b>		<b>174,021,231</b>
Add : Transfer from Equity Instruments through other Comprehensive Income	—	6,105,143	—	—		6,105,143
Less : Transfer to Retained Earning	—	—	—	(6,105,143)		(6,105,143)
Profit / (Loss) for the year	—	(12,240,838)	—	—		(12,240,838)
Other Comprehensive Income for the year	—	3,238,512	—	—		3,238,512
<b>Balance as at March 31, 2019</b>	<b>38,657,000</b>	<b>(15,235,211)</b>	<b>141,597,116</b>	<b>—</b>		<b>165,018,905</b>

**Refer Note 19 for nature and purpose of reserves**

Significant Accounting policies 1 - 4

Notes on Financial Statements 5 to 41

These notes are an integral part of the Financial Statements.

As per our report of even date

For K.N. Gutgutia &amp; Co.

Chartered Accountants

Firm Registration No. 304153E

**K. C. Sharma**

Partner

Membership No. 50819

For and on behalf of the Board

**Shridhar Issar**

Company Secretary

DIN : 00044295

Sanjay Kumar Kejriwal

Mem. No. A13288

Directors

**Statement of Profit and loss for the year ended 31st March 2019**

Particulars	Note No.	For the year ended 31.03.2019 (Rs.)	For the Year ended 31.03.2018 (Rs.)
Revenue from Operations	25	279,364,799	251,523,632
Other Income	26	10,809,733	13,512,782
<b>Total Income</b>		<b>290,174,532</b>	<b>265,036,414</b>
<b>Expenses</b>			
Cost of Materials Consumed		38,919,385	30,568,150
Changes in Inventories of finished goods, Stock-in-Trade and work-in progress	27	(4,676,694)	(1,584,940)
Employee Benefit Expenses	28	136,265,659	115,676,391
Finance Cost	29	1,067,679	3,106,004
Depreciation and Amortisation Expenses	5	5,745,590	5,662,065
Other Expenses	30	123,036,117	111,492,420
<b>Total Expenses</b>		<b>300,357,736</b>	<b>264,920,090</b>
Profit/(Loss) before tax and Exceptional Items		(10,183,204)	116,324
Exceptional Income		1,675,780	–
Profit/(Loss) before tax and after Exceptional Items		(8,507,424)	116,324
Tax expense:	31		
(1) Current tax		2,246,546	610,946
(2) Deferred tax		1,486,868	1,858,317
Profit/(Loss) for the year		(12,240,838)	(2,352,939)
Other Comprehensive Income			
A. Items that will not be reclassified to profit or loss			
i) Re-measurement gains/ (losses) on defined benefit plans	31.4	4,376,367	(4,571,046)
ii) Gains/(loss) on fair value of investment in Equity Instruments	31.4	–	5,830,562
B. Income tax relating to items that will not be reclassified to profit or loss			
i) Re-measurement gains/ (losses) on defined benefit plans	31.3	(1,137,855)	1,177,044
ii) Gains/(loss) on fair value of investment in Equity Instruments		–	950
Other comprehensive income for the year (net of tax)		3,238,512	2,437,510
<b>Total Comprehensive Income for the period</b> (Comprising Profit/ (Loss) and Other Comprehensive Income for the period)		<b>(9,002,326)</b>	<b>84,571</b>
Earnings per Equity Share :	32		
(1) Basic		(3.60)	(0.69)
(2) Diluted		(3.60)	(0.69)

Summary of significant accounting policies 1 - 4  
Notes on Financial Statements 5 to 41  
These notes are an integral part of the Financial Statements.

As per our report of even date

For K.N. Gutgutia & Co.  
Chartered Accountants  
Firm Registration No. 304153E  
Place : Kolkata  
Date : 30th May, 2019  
**K. C. Sharma**  
Partner  
Membership No. 50819

**K. C. Mishra**  
Company Secretary  
& CFO  
Mem. No. A13288

For and on behalf of the Board  
**Shridhar Issar**  
DIN : 00044295  
**Sanjay Kumar Kejriwal**  
DIN : 00061102  
Directors

**Cash Flow Statement for the year ended 31st March 2019**

(Amount in Rs)

Particulars	2018-19	2017-18
<b>A Cash Flow from Operating Activities :</b>		
Net Profit/(Loss) before Tax	(10,183,204)	116,324
Adjustments for :		
Depreciation	5,745,590	5,662,065
Interest Paid	1,067,679	3,106,004
Interest / Dividend received	(2,338,136)	(2,242,172)
Profit on sale of Fixed assets	-	(19,068)
Profit on sale of Investment	(748,054)	(1,994,118)
Sundry Credit Balance written back	(6,299)	(235,441)
Provision / Liability no longer required written back	(121,731)	(94,215)
Operating Profit/(Loss) before working capital changes	(6,584,155)	4299,379
Adjustments for :		
(Increase) / Decrease in Trade and Other receivables	206,435	(1,870,203)
(Increase) / Decrease in Inventories	(2,651,294)	(3,686,841)
Increase / (Decrease) in Payables	15,297,513	8,524,527
Cash generated from operations	6,268,499	7,266,862
Direct Taxes paid	(1,568,793)	(280,783)
Net Cash flow from operating activities	4,699,706	6,986,079
<b>B. Cash Flow from Investing Activities :</b>		
Purchase of fixed assets	(12,075,667)	(29,065,681)
Sale of fixed assets	3,547	72,038
Investments - Purchase/ sale of Investments(Net)	(5,062,390)	28,736,429
Interest received	1,622,788	1,741,786
Exceptional Income Received	1,675,780	-
Dividend received	31	1,362
(Increase) /Decrease in other Bank Balance	227,604	380
Net cash (used in) / from Investing activities	(13,608,307)	1,486,314
<b>C. Cash Flow from Financing Activities :</b>		
Proceeds from Long/Short Term Borrowing (Net)	9,859,331	(5,541,096)
Interest Paid	(1,067,679)	(3,106,004)
Dividend Paid	(227,604)	(380)
Net cash (used in) / from financing activities	8,564,048	(8,647,480)
Net (Decrease) / Increase in cash and cash equivalents	(344,553)	(175,087)
Cash and Cash Equivalents as at beginning of the Year (Refer Note 15)	2,388,098	2,563,185
Cash and Cash Equivalents as at end of the Year (Refer Note 15)	2,043,545	2,388,098

**Note:-**

1. The above Cash Flow Statement has been compiled/prepared based on the audited accounts of the Company under the "Indirect Method" as set out in the Indian Accounting Standard - 7 on Statement of Cash Flows.

Significant Accounting policies

1 - 4

Notes on Financial Statements

5 to 41

These notes are an integral part of the Financial Statements.

As per our report of even date

For K.N. Gutgutia & Co.  
Chartered Accountants  
Firm Registration No. 304153E  
Place : Kolkata  
Date : 30th May, 2019

**K. C. Sharma**  
Partner  
Membership No. 50819

**K. C. Mishra**  
Company Secretary  
& CFO  
Mem. No. A13288

For and on behalf of the Board  
**Shridhar Issar**  
DIN : 00044295  
**Sanjay Kumar Kejriwal**  
DIN : 00061102

Directors

**SIGNIFICANT ACCOUNTING POLICIES****1. CORPORATE INFORMATION**

Tyroon Tea Company Limited is a public limited company domiciled and incorporated in India having its registered office at 3, Netaji Subhas Road, Kolkata – 700001. The company's shares are listed and publicly traded on the BSE Limited. The Company is engaged in cultivation, manufacture and sale of tea.

**2. APPLICATION OF NEW AND REVISED INDIAN ACCOUNTING STANDARDS (IND AS)**

All the Ind AS issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are authorised have been considered in preparing these financial statements.

**1. Standards issued but not yet effective**

On March 30, 2019, the Ministry of Corporate Affairs ("MCA") issued the Companies ( Indian Accounting Standards) Amendment Rules , 2018. The effective date for adoption is financials periods beginning on or after April 1, 2019.

**2. Ind AS 116 – Leases**

On March 30 , 2019, Ministry of Corporate Affairs ('MCA') has clarified that Ind AS 116 is effective for annual periods beginning on or after April 1 , 2019 and it replaces Ind AS 17 Leases, including appendices thereto. Ind AS 116 sets out the principles for the recognition , measurement , presentation and disclosure of leases and requires lessees to account for all leases under a single on- balance sheet model similar to the accounting for finance leases under under Ind AS 17. The standard includes two recognition exemptions for lessees – leases of 'low value' asstes and short term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognised a liability to make lease payments (i.e., the lease liability ) and an asset representing the right to use the underlying assets during the lease term ( i.e , the right of use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right- of – use asset.The company is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

**3. Amendment to Ind AS 12 , Income taxes**

On March 30 , 2019, Ministry of Corporate Affairs ( "MCA") has notified Appendix C to Ind -AS 12 Income taxes – "Uncertainty over Income Tax Treatments". The amendments to Ind AS 12 requires the entities to consider recognition and measurement requirements when there is uncertainty over income tax treatments. In such a circumstance , an entity shall recognise and measure its current deferred tax asset or liability accordingly. The effective date of amendment is April 1 , 2019. Further, there has been amendments in relevant paragraphs in Ind-AS 12 "Income Taxes" which clarifies that an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events in accordance with Ind-AS 109. The Company is evaluating the requirements of the amendments and their impact on the financial statements.

**4. Amendments to Ind AS 19 , Employee benefits**

On March 30 , 2019 Ministry of Corporate Affairs ( "MCA") has issued an amendment to Ind AS 19 which requires the entities to determine current service cost using actuarial assumptions and net interest using discount rate determined at the start of the annual reporting period. However, if an entity re – measures the net defined benefit liability ( asset ) as per the requirement of the standard , it shall determine current service cost and net interest for the remainder of the annual reporting period after the plan amendment, curtailment or settlement using the actuarial assumptions used to re – measure the net defined benefit liability (asset). The effective date of amendment is April 1, 2019. The Company is evaluating the requirements of the amendments

and their impacts on the financial statements.

#### **5. Amendments to Ind AS 109, Financial Instruments**

On March 30, 2019 Ministry of Corporate Affairs (“MCA”) issued an amendment to Ind-AS 109 in respect of prepayment features with negative compensation, which amends the existing requirements in Ind -AS 109 regarding termination rights in order to allow measurement at amortized cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. This amendment is effective for annual periods beginning on or after April 1, 2019. The Company is evaluating the requirements of the amendments and their impact on the financial statements.

#### **6. Amendment to Ind AS 23, Borrowing Costs**

On March 30, 2019 Ministry of Corporate Affairs (“MCA”) has issued an amendment to Ind -AS 23 “Borrowing costs” clarifies that if any specific borrowing remains outstanding after the related assets is ready for its Intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalization rate on general borrowings. This amendment is effective for annual periods beginning on or after April 1, 2019. The Company is evaluating the requirements of the amendments and their impact on the financial statements.

### **3. SIGNIFICANT ACCOUNTING POLICIES**

#### **1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The Financial Statements have been prepared under the historical cost convention on accrual basis excepting certain financial instruments which are measured in terms of relevant Ind AS at fair value/ amortized costs at the end of each reporting period.

Historical cost convention is generally based on the fair value of the consideration given in exchange for goods and services.

As the operating cycle cannot be identified in normal course, the same has been assumed to have duration of 12 months. All Assets and Liabilities have been classified as current or non-current as per the operating cycle and other criteria set out in Ind AS 1 ‘Presentation of Financial Statements’ and Schedule III to the Companies Act, 2013.

The Financial Statements are presented in Indian Rupees and all values are rounded off to the nearest rupee except otherwise stated.

#### **2. Fair Value Measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The company categorizes assets and liabilities measured at fair value into one of the three levels depending on the ability to observe inputs employed in their measurements which are described as follows :

- (a) Level 1 inputs are quoted prices (unadjusted) in active market for identical assets or liabilities
- (b) Level 2 inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability
- (c) Level 3 inputs are unobservable inputs for assets or liability reflecting significant magnifications to observable related market data or company’s assumptions about pricing by market participants.

#### **3. PROPERTY PLANT AND EQUIPMENTS**

##### **TANGIBLE ASSETS (Other than Bearer Plants)**

Property, Plant and Equipment are stated at cost of acquisition, construction and subsequent improvements thereto less accumulated depreciation and impairment losses, if any. For this



purpose cost include deemed cost on the date of transition and comprises purchase price of assets or its construction cost including duties and taxes, inward freight and other expenses incidental to acquisition or installation and adjustment for exchange differences wherever applicable and any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended for its use. Interest on Borrowings used to finance the construction of qualifying assets are capitalised as part of cost of the asset until such time that the asset is ready for its intended use.

Parts of an item of Property, Plant and Equipment having different useful lives and material value and subsequent expenditure on Property, Plant and Equipment arising on account of capital improvement or other factors are accounted for as separate components.

Property, Plant and Equipment includes spare, stand by equipments and servicing equipments which are expected to be used for a period more than twelve months and meets the recognition criteria of Plant, Property and Equipment. The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognised in the statement of profit and loss when incurred.

Capital work in progress includes purchase price, import duty and any directly attributable cost of bringing the assets to their working condition, trial run expenses and interest attributable up to the date of installation. Such items are classified to the appropriate categories of Property, Plant and Equipment when completed and ready for intended use.

#### **Depreciation**

Items of Property, Plant and Equipment are depreciated in a manner that amortises the cost of the assets less its residual value, over their useful lives on a straight line basis. Estimated useful lives of the assets in years are as follows-

Office Equipment	3-6
Building	5-60
Plant and equipment	15
Vehicle	8-10
Water Supply System	15
Irrigation Equipments	15
Furniture & Fixture	10

The above estimated useful lives are also as specified in Schedule II of the Companies Act, 2013.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period and the effect of any changes in estimate is accounted for on a prospective basis.

#### **DERECOGNITION OF TANGIBLE AND INTANGIBLE ASSETS**

An item of PPE is derecognized upon disposal or when no future economic benefits are expected to arise from its use or disposal. Gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

#### **IMPAIRMENT OF TANGIBLE ASSETS**

Tangible and Intangible assets are reviewed at each Balance Sheet date for impairment. In case events and circumstances indicate any impairment, recoverable amount of assets is determined. An impairment loss is recognized in the statement of profit and loss, whenever the carrying

amount of assets either belonging to Cash Generating Unit (CGU) or otherwise exceeds recoverable amount. The recoverable amount is the higher of assets fair value less cost of disposal and its value in use. In assessing value in use, the estimated future cash flows from the use of the assets are discounted to their present value at appropriate rate.

Impairment losses recognized earlier may no longer exist or may have come down. Based on such assessment at each reporting period the impairment loss is reversed and recognized in the Statement of Profit and Loss. In such cases the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years.

#### **BEARER PLANTS**

Bearer plants comprising of mature tea bushes and shade trees are stated at cost less accumulated depreciation and accumulated impairment losses.

Immature bearer plants, including the cost incurred for procurement of new seeds and maintenance of nurseries, are carried at cost less any recognized impairment losses under capital work-in-progress. Cost includes the cost of land preparation, new planting and maintenance of newly planted bushes until maturity. On maturity, these costs are classified under bearer plants. Depreciation of bearer plants commence on maturity.

Costs incurred for infilling including block infilling are generally recognized in the Statement of Profit and Loss unless there is a significant increase in the yield of the sections, in which case such costs are capitalized and depreciated over the remaining useful life of the respective sections.

Depreciation on bearer plants is recognised so as to write off its cost over useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

Estimated useful lives of the bearer plants has been determined to be 70 years.

#### **4. FINANCIAL INSTRUMENTS**

Financial Assets and Financial Liabilities (financial instruments) are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial Liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

The financial assets and financial liabilities are classified as current if they are expected to be realised or settled within operating cycle of the company or otherwise these are classified as non-current.

The classification of financial instruments whether to be measured at Amortized Cost, at Fair Value through Profit and Loss (FVTPL) or at Fair Value through Other Comprehensive Income (FVTOCI) depends on the objective and contractual terms to which they relate. Classification of financial instruments are determined on initial recognition.

##### **i) Cash and Cash Equivalents**

All highly liquid financial instruments, which are readily convertible into determinable amounts of cash and which are subject to an insignificant risk of change in value and are having original maturities of three months or less from the date of purchase, are considered as cash equivalents.

Cash and cash equivalents includes balances with banks which are unrestricted for withdrawal and usage.

**ii) Financial Assets and Financial Liabilities measured at amortised cost**

Financial Assets held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortized cost.

The above Financial Assets and Financial Liabilities subsequent to initial recognition are measured at amortized cost using Effective Interest Rate (EIR) method.

The effective interest rate is the rate that discounts estimated future cash payments or receipts (including all fees and points paid or received, transaction costs and other premiums or discounts) through the expected life of the Financial Asset or Financial Liability to the gross carrying amount of the financial asset or to the amortised cost of financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

**iii) Financial Asset at Fair Value through Other Comprehensive Income (FVTOCI)**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Subsequent to initial recognition, they are measured at fair value and changes therein are recognised directly in other comprehensive income.

**iv)** For the purpose of para (ii) and (iii) above, principal is the fair value of the financial asset at initial recognition and interest consists of consideration for the time value of money and associated credit risk.

**v) Financial Assets or Liabilities at Fair value through profit or loss**

Financial Instruments which does not meet the criteria of amortised cost or fair value through other comprehensive income are classified as Fair Value through Profit or loss. These are recognised at fair value and changes therein are recognized in the statement of profit and loss.

**vi) Impairment of financial assets**

A financial asset is assessed for impairment at each Balance Sheet date. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

The company measures the loss allowance for a financial asset at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

However, for trade receivables or contract assets that result in relation to revenue from contracts with customers, the company measures the loss allowance at an amount equal to lifetime expected credit losses.

**vii) Derecognition of financial instruments**

The Company derecognizes a financial asset or a group of financial assets when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On de-recognition of a financial asset (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and

receivable are recognized in statement of profit and loss.

On de-recognition of assets measured at FVTOCI the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment.

Financial liabilities are derecognized if the Company's obligations specified in the contract expire or are discharged or cancelled. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in Statement of Profit and Loss.

## **5. LEASES**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to the ownership of an asset to the Company. All other leases are classified as operating leases.

Finance leases are capitalized at the inception of the lease at lower of its fair value and the present value of the minimum lease payments and a liability is recognized for an equivalent amount. Any initial direct costs of the lessee are added to the amount recognized as an asset. Each lease payments are apportioned between finance charge and reduction of the lease liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the outstanding amount of the liabilities.

Payments made under operating leases are recognized as expenses on a straight-line basis over the term of the lease unless the lease arrangements are structured to increase in line with expected general inflation or another systematic basis which is more representative of the time pattern of the benefits availed. Contingent rentals, if any, arising under operating leases are recognized as an expense in the period in which they are incurred.

## **6. BIOLOGICAL ASSETS AND AGRICULTURAL PRODUCE**

### **(i) Biological Assets**

Biological assets of the Company comprises of un-harvested green tea leaves that are classified as current biological assets and livestock for breeding purpose, classified as non-current biological assets.

The Company recognizes biological assets when, and only when, the Company controls the assets as a result of past events, it is probable that future economic benefits associated with such assets will flow to the Company and the fair value or cost of the assets can be measured reliably. Expenditure incurred on biological assets are measured on initial recognition and at the end of each reporting period at its fair value less costs to sell. The gain or loss arising from a change in fair value less costs to sell of biological assets are included in statement of profit and loss for the period in which it arises.

### **(ii) Agricultural Produce**

The Company recognizes agricultural produce when, and only when, the Company controls the assets as a result of past events, it is probable that future economic benefits associated with such assets will flow to the Company and the fair value or cost of the assets can be measured reliably. Agricultural produce harvested from the Company's biological assets are valued at fair value less cost to sell at the point of harvest. A gain or loss arising on initial recognition of agricultural produce at fair value less costs to sell shall be included in Statement of profit and loss for the period in which it arises.

The Company's agricultural produce comprises of green leaves plucked from its tea estates.

## **7. INVENTORIES**

Inventories are valued at cost or net realizable value whichever is lower. Cost in respect of

finished product is determined on average cost basis and represents works cost and appropriate portion of overheads.

Cost in respect of Stores and Spares and Foodstuff is computed on FIFO basis.

Tea Cess/ Education Cess if any leviable / payable on closing stock of Tea is provided and included in valuation of closing stock.

Provision is made for obsolete, slow moving and defective inventories, whenever necessary.

#### **8. GOVERNMENT GRANTS**

Government grants are not recognized until there is reasonable assurance that the company will comply with the conditions attaching to them and that the grant will be received.

Government grants that are receivable as a compensation for expenses or losses incurred or for the purpose of giving immediate financial support to the company with no future related costs are recognized in the profit loss in the period in which they become receivable.

#### **9. EQUITY SHARE CAPITAL**

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as Securities Premium.

Costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

#### **10. PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS.**

Provisions involving substantial degree of estimation in measurement are recognized when there is a legal or constructive obligation as a result of past events and it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are not recognized for future operating losses. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

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

Contingent assets are not recognized but disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

#### **11. REVENUE RECOGNITION**

- (i) Sales is recognized in the accounts on passing of title of goods i.e. delivery as per terms of sale or on completion of auction in case of auction sale.
- (ii) This represents the net invoice value of goods supplied after deducting discounts, rebates and taxes and duties collected on behalf of third parties and is inclusive of GST which the company pays as principal.

#### **12. EMPLOYEE BENEFITS**

Short term Employee benefits are accrued in the year services are rendered by the employees.

Provident and Family Pension Fund: In accordance with the provisions of the Employee Provident Funds and Miscellaneous Provisions Act, 1952, eligible employees of the company are entitled to receive benefits with respect to provident fund, a defined contribution plan, in which both the company and employee contribute monthly to Provident Fund Scheme the Central Government/

Trust at a determined rate. The Company's contribution is charged off to the Statement of Profit and Loss.

Gratuity: The Company has taken a group Gratuity Scheme Policy for part of its employees (Garden employees) with Life Insurance Corporation of India (LIC) for future payment of Gratuity to those part employees.

Employee benefits under defined benefit plans are determined at the close of each year at the present value of the amount payable by actuarial valuation techniques using the projected unit credit method. Contributions under the scheme for defined benefit under the Payment of Gratuity Act, 1972, is determined on the basis of actuarial valuation and are recognized as year's expenditure. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in other comprehensive income. Remeasurements are not classified to the statement of Profit and Loss in subsequent periods. Other costs are recognized in the Statement of Profit or Loss. Bifurcation of liabilities into Current and Non current are done based on actuarial valuation report.

Leave Encashment Benefits: Leave encashment benefits are payable to employees while in service, retirement and on death while in service or on termination of employment. With respect to accumulated leaves outstanding at the year-end, liability for leave are accounted for on the basis of actuarial valuation at the balance sheet date. The present value of such obligation is determined by the projected unit credit method as at the Balance Sheet date through which the obligations are settled. The resultant actuarial gains or losses on change in present value of defined benefit obligation or change in return of the plan assets is recognized as an income or expense in the Statement of Profit and Loss. Bifurcation of liabilities into Current and Non-current are done based on actuarial valuation report.

#### **13. FOREIGN EXCHANGE TRANSACTION**

These financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the company.

Transactions in foreign currencies are translated into the functional currency at the exchange rates prevailing on the date of the transactions. Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate as at the date of transaction. The loss or gain thereon and also on the exchange differences on settlement of the foreign currency transactions during the year are recognized as income or expense in the statement of profit and loss.

#### **14. SUBSIDY**

Tea Replantation subsidy and other subsidies is accounted for on acceptance/receipt by/from the concerned authorities.

#### **15. EXCEPTIONAL ITEMS**

Exceptional items are disclosed separately in the Financial Statements where it is necessary to do so to provide further understanding of the financial performances of the Company. It has been shown separately due to its nature and incidence.

#### **16. BORROWING COST**

Borrowing cost comprises of interest and other costs incurred in connection with the borrowing of the funds. All borrowing costs are recognized in the Statement of Profit and Loss using the effective interest method except to the extent attributable to qualifying Property Plant Equipment (PPE) which are capitalized to the cost of the related assets. A qualifying PPE is an asset, that necessarily takes a substantial period of time to get ready for its intended use or sale. Borrowing

cost also includes exchange differences to the extent considered as an adjustment to the borrowing costs.

#### **17. TAXES ON INCOME**

Income tax expense representing the sum of current tax expenses and the net charge of the deferred taxes is recognized in the income statement except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current income tax is provided on the taxable income and recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets include Minimum Alternative Tax (MAT) measured in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability and such benefit can be measured reliably and it is probable that the future economic benefit associated with same will be realized.

#### **18. SEGMENT REPORTING**

The Company is presently operating under one business segment viz. Cultivation, Manufacture and sale of Tea.

Operating segments are identified and reported taking into account the different risk and return, organisation structure and internal reporting system.

#### **4. CRITICAL ACCOUNTING JUDGMENTS, ASSUMPTIONS AND KEY SOURCES OF ESTIMATION AND UNCERTAINTY**

The preparation of the financial statements in conformity with the measurement principle of Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Differences between the actual results and estimates are recognized in the year in which the results are known / materialized and, if material, their effects are disclosed in the notes to the financial statements.

Application of accounting policies that require significant areas of estimation, uncertainty and critical judgments and the use of assumptions in the financial statements have been disclosed below. The key assumptions concerning the future and other key sources of estimation uncertainty at the Balance Sheet date, that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below:

**A. Depreciation and Impairment on Property, Plt and Equipment.**

Property, Plant and Equipment and Intangible assets are depreciated/ amortized on Straight Line Basis/Written Down Value Basis over the estimated useful lives (or lease term, if shorter ) in accordance with Schedule II of the Companies Act, 2013, taking into account the estimated residual value, wherever applicable.

The company reviews its carrying value of its Tangible and Intangible Assets whenever there is objective evidence that the assets are impaired. In such situation assets recoverable amount is estimated which is higher of asset's or cash generating units (CGU) fair value less cost of disposal and its value in use. In assessing value in use the estimated future cash flows are discounted using pre-tax discount rate which reflect the current assessment of time value of money. In determining fair value less cost of disposal, recent market realisations are considered or otherwise in absence of such transactions appropriate valuations are adopted. The Company reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation / amortization and amount of impairment expense to be recorded during any reporting period. This reassessment may result in change estimated in future periods.

**B. Impairment allowances on trade receivables**

The Company evaluates whether there is any objective evidence that trade receivables are impaired and determines the amount of impairment allowance as a result of the inability of the customers to make required payments. The Company bases the estimates on the ageing of the trade receivables balance, credit-worthiness of the trade receivables and historical write-off experience. If the financial conditions of the trade receivable were to deteriorate, actual write-offs would be higher than estimated.

**C. Income taxes**

Significant judgment is required in determination of taxability of certain income and deductibility of certain expenses during the estimation of the provision for income taxes.

**D. Defined benefit obligation (DBO)**

Critical estimate of the DBO involves a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate, anticipation of future salary increases etc. as estimated by Independent Actuary appointed for this purpose by the Management. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

**E. Provisions and Contingencies**

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change.

Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations/ against the Company as it is not possible to predict the outcome of pending matters with accuracy.

The carrying amounts of provisions and liabilities and estimation for contingencies are reviewed regularly and revised to take account of changing facts and circumstances.



## Notes to the Financial Statements for the year ended 31st March 2019

## 5) Property, Plant and Equipment

Particulars	Building & Godown (Rs.)	Plant & Equipment (Rs.)	Furniture & Fixtures (Rs.)	Vehicles (Rs.)	Office Equipment (Rs.)	Bearer Plants (Rs.)	Water Supply (Rs.)	Irrigation Equipment (Rs.)	Total (Rs.)
<b>(A) Gross Carrying Value / Deemed Cost</b>									
As at 1st April, 2017	35,260,473	21,908,338	1,732,104	6,210,009	1,781,259	12,071,671	10,250	7,550,699	86,524,803
Addition	113,765	66,992	95,400	2,106,500	95,701	—	—	—	2,478,358
Disposal/Adjustments	—	—	—	896,386	25,089	—	—	—	921,475
As at March 31, 2018	35,374,238	21,975,330	1,827,504	7,420,123	1,851,871	12,071,671	10,250	7,550,699	88,081,686
Addition	1,327,636	1,649,948	180,683	—	46,088	5,625,416	—	—	8,829,771
Disposal/Adjustments	—	—	—	—	3,547	—	—	—	3,547
As at March 31, 2019	36,701,874	23,625,278	2,008,187	7,420,123	1,894,412	17,697,087	10,250	7,550,699	96,907,910
<b>(B) Accumulated Depreciation</b>									
As at 1st April, 2017	770,443	2,234,099	158,326	1,024,622	390,511	375,207	—	779,033	5,732,241
Charge for the period	817,800	2,089,108	198,697	1,049,888	367,742	359,797	—	779,033	5,662,065
Disposals/Adjustments	—	—	—	851,620	16,885	—	—	—	868,505
As at March 31, 2018	1,588,243	4,323,207	357,023	1,222,890	741,368	735,004	—	1,558,066	10,525,801
Charge for the period	827,448	2,190,600	210,768	1,054,458	344,078	339,205	—	779,033	5,745,590
Disposals/Adjustments	—	—	—	—	—	—	—	—	—
As at March 31, 2019	2,415,691	6,513,807	567,791	2,277,348	1,085,446	1,074,209	—	2,337,099	16,271,391
<b>(C) Net Book Value (A-B)</b>									
As at March 31, 2018	33,785,995	17,652,123	1,470,481	6,197,233	1,110,503	11,336,667	10,250	5,992,633	77,555,885
As at March 31, 2019	34,286,183	17,111,471	1,440,396	5,142,775	808,966	16,622,878	10,250	5,213,600	80,636,519

## Note

5.1 Refer Note no 20.1 to Financial Statements in respect of charges created on Property Plant and Equipment against borrowings.

5.2 In respect of 4995.07 bighas of land acquired by Assam Government under the Land Ceiling Act, the Company received an ad-hoc payment of Rs.15,200 as compensation. Pending ascertainment of the overall compensation to be received as well as cost of such undeveloped Land acquired out of total 11,829 bighas of land included under Land (Leasehold) and Development, the said compensation remains included in liabilities and necessary adjustment in respect of cost of land and profit/loss on such acquisition, if any has not been considered.

**Notes to the Financial Statements for the year ended 31st March 2019****6 Non - Current Investments**

(Fully paid up except otherwise stated)

Particulars	As at Mar. 31, 2019		As at Mar. 31, 2018	
	Holding	Value (Rs.)	Holding	Value (Rs.)
Investments in Equity Instruments				
Investments designated at Fair value through Other Comprehensive Income				
Investments in Preference Shares				
Quoted				
- JSW Steel Limited (Face Value of Rs. 10/- each) (0.01% Cumulative Redeemable Preference Shares)	1,000	7,892	2,000	17,820
<b>Total quoted</b>	<b>1,000</b>	<b>7,892</b>	<b>2,000</b>	<b>17,820</b>
Unquoted				
- Hasimara Industries Limited (Face Value of Rs. 100/- each) (9% Non- Cumulative redeemable Preference Shares)	–	–	50,000	4,464,286
- Hasimara Industries Limited (Face Value of Rs. 100/- each) (9% Non-Cumulative redeemable Preference Shares)	25,000	1,266,578	25,000	1,130,873
- Creative Services Private Limited (Face Value of Rs. 100/- each) (9% Non-Cumulative redeemable Preference Shares)	65,000	4,536,937	65,000	4,050,837
<b>Total unquoted</b>	<b>90,000</b>	<b>5,803,515</b>	<b>140,000</b>	<b>9,645,996</b>
Total Non- Current Investments	91,000	5,811,407	142,000	9,663,816
Aggregate amount of Quoted Investments	1,000	7,892	2,000	17,820
Aggregate amount of Market Value of Quoted Investments	1,000	7,892	2,000	17,820
Aggregate Carrying Value of Unquoted Investments	90,000	5,803,515	140,000	9,645,996
Aggregate amount of Impairment in value of Impairments	–	–	–	–

6.1 The Company has made an irrevocable decision to consider equity instrument not held for trading to be recognised at FVTOCI.

6.2 Particulars of Investments as required in terms of Section 186(4) of the Companies Act, 2013 have been disclosed under Note 6 and 13.

**Notes to the Financial Statements for the year ended 31st March 2019****7 Loans**

(Amount in Rs)

Particulars	Note No.	As at Mar. 31, 2019		As at Mar. 31, 2018	
		Current	Non Current	Current	Non Current
<b>Unsecured, Considered good</b>					
Loans and Advances to Related Party		17,500,000	–	17,500,000	–
Others	7.1 and 7.2	4,400,000	1,416,304	2,600,000	2,779,815
		<b>21,900,000</b>	<b>1,416,304</b>	<b>20,100,000</b>	<b>2,779,815</b>

7.1 Represents loan granted for their business purpose.

7.2 Information about these Loans are set out in note 38. These Financial Assets are carried at amortised cost.

7.3 Rs.21,00,000 included under Loans at unamortised cost others (Non-Current) as above and Rs.44,00,000 shown under Loan and advances (current) are being repaid in Terms of the Order received from The Hon'ble High Court at Calcutta, Further, in terms of the said Order Interest of Rs.96,96,000 accrued in earlier years on the above loan and shown under other Non-Current financial Assets ( Note no. 8) is recoverable as per the settlement to be arrived at with the borrower. In view of the above, the amount outstanding in respect of Loans and interest thereon have been considered good and recoverable by the Management.

**8 Other Financial Assets**

(Amount in Rs)

Particulars	Note No.	As at Mar. 31, 2019		As at Mar. 31, 2018	
		Current	Non Current	Current	Non Current
<b>At Amortised Cost</b>					
a) Deposits		14,000	5,014,700	14,000	4,919,092
b) Interest Receivable		2,701,969	6,495,061	2,486,652	5,995,061
c) Advances		4,000	–	15,000	–
d) Loans and advances to employees		1,296,471	–	345,500	–
e) Replantation subsidy receivable		1,342,367	–	2,789,690	–
<b>Total</b>		<b>5,358,807</b>	<b>11,509,761</b>	<b>5,650,842</b>	<b>10,914,153</b>

**9 Deferred Tax Assets**

Particulars	Note No.	As at 31 March 2019	As at 31 March 2018
Deferred Tax Assets		13,777,404	15,621,042
Deferred Tax Liabilities		10,474,091	9,693,005
Deferred Tax Assets (Net)		3,303,313	5,928,037

**Notes to the Financial Statements for the year ended 31st March 2019**

(Amount in Rs)

Particulars	As at April 1, 2018	Charge/ (Credit) recognised in P/L	Charge/ (Credit) recognised in other comprehensive income	As at March 31, 2019
<b>As at 31st March 2019</b>				
<b>Deferred Tax Asset</b>				
Expenses allowable on payment basis	13,696,761	705,783	–	12,990,978
Remeasurement of defined benefit obligations	1,924,281	–	1,137,855	786,426
<b>Deferred Tax Liability</b>				
Fair Value Movement of Investments	2,769,031	(101,251)	–	2,667,780
Depreciation Difference	6,923,975	882,336	–	7,806,311
<b>Net Deferred Tax Asset as at March 31, 2019</b>	<b>5,928,037</b>	<b>1,486,868</b>	<b>1,137,855</b>	<b>3,303,313</b>

Particulars	As at April 1, 2017	Charge/ (Credit) recognised in P/L	Charge/ (Credit) recognised in other comprehensive income	As at March 31, 2018
<b>As at 31st March 2018</b>				
<b>Deferred Tax Asset</b>				
Expenses allowable on payment basis	15,353,994	1,657,233	–	13,696,761
Remeasurement of defined benefit obligations	747,237	–	(1,177,044)	1,924,281
MAT Credit Entitlement	347,444	347,444	–	–
<b>Deferred Tax Liability</b>				
Fair Value Movement of Investment	3,285,085	(515,104)	(950)	2,769,031
Depreciation Difference	6,555,231	368,744	–	6,923,975
<b>Net Deferred Tax Asset as at March 31, 2018</b>	<b>6,608,359</b>	<b>1,858,317</b>	<b>(1,177,994)</b>	<b>5,928,037</b>

**10 Other Assets**

Particulars	Note No.	As at Mar. 31, 2019		As at Mar. 31, 2018	
		Current	Non Current	Current	Non Current
Other Receivable					
Balances with Government Authority		6,529,424	–	–	–
Deposits					
With Government Authority		–	7,787	–	8,881
Advance to supplier		–	–	3,689,803	–
Capital Advances		–	44,835,178	–	41,662,375
Prepaid Expense		739,668	–	748,574	–
Deferred Loss in fair valuation of Financial Instruments		1,883,774	3,912,413	1,883,774	5,796,185
<b>Total</b>		<b>9,152,866</b>	<b>48,755,378</b>	<b>6,322,151</b>	<b>47,467,441</b>

**Notes to the Financial Statements for the year ended 31st March 2019****11 Inventories (Valued at lower of cost or Net Realisable value)**

(Amount in Rs)

Particulars	Note No.	As at 31 March 2019	As at 31 March 2018
Stores and Spare Parts		<b>10,687,573</b>	12,089,765
Less: Provision for Obsolete Stock		<b>(239,837)</b>	(239,837)
		<b>10,447,736</b>	11,849,928
Stock of Foodstuff		<b>969,065</b>	797,425
Stock of Raw Material (Green Leaves)		<b>463,746</b>	498,758
Stock of Tea		<b>11,381,720</b>	6,670,014
<b>Total</b>		<b>23,262,267</b>	19,816,125

## 11.1 Movement of Impairment allowance for inventories

Particulars	Note No.	As at 31 March 2019	As at 31 March 2018
Balance as at the beginning of the year		<b>239,837</b>	239,837
Recognised / Reversed during the year		–	–
Balance at the end of the year		<b>239,837</b>	239,837

11.2 Refer Note no 20.1 to Financial Statements in respect of charges created on inventory against borrowings.

**12 Biological Asset other than Bearer Plant**

Particulars	Note No.	As at 31 March 2019	As at 31 March 2018
As at Opening Date		2,507,152	1,587,086
Increases due to purchases / physical changes		–	–
Decreases due to harvest / physical changes		(794,848)	–
Decreases due to sale / write off		–	–
Net Change in fair value less estimated costs to sell		–	920,066
<b>As at Closing Date</b>		<b>1,712,304</b>	<b>2,507,152</b>

12.1 Unharvested tea leaves on bushes as on 31st March 2019 was 60,720 Kgs (31st March 2018 - 1,01,022 Kgs)

**Notes to the Financial Statements for the year ended 31st March 2019****13 Current Investments**

(Fully paid up except otherwise stated)

Particulars	As at March 31, 2019		As at March 31, 2018	
	Holding	Value (Rs.)	Holding	Value (Rs.)
Investments measured at fair value through Profit and Loss				
Investments in Mutual Funds				
Quoted				
- Franklin India Ultra Short Bond Fund Super Institutional Plan Growth	1,761.239	46,266	1,761.239	42,363
Kotak Money Market Scheme Regular Plan Growth	3,051.254	9,388,329	-	-
Kotak Savings Fund Regular Plan Growth	527,670.265	15,815,122	-	-
Kotak Treasury Advantage Fund Regular Plan Growth	-	-	527,670.265	14,665,909
Kotak FMP Series 187 1146 Days Regular Plan Growth	2,000,000.000	26,125,400.00	2,000,000.000	24,112,222
- Kotak Floater Short Term Regular Plan Growth	-	-	1,402.317	3,989,000
- Aditya Birla Sun Life Medium Term Plan Growth	105,150.074	31,440,439.94	1,362,473.381	29,944,031
- Zodius Technology Opportunities Fund	960,082.200	9,600,822.00	1,000,000.000	10,000,000
Total Current Investments	3,597,715.032	92,416,379	4,893,307.202	82,753,525
Aggregate amount of Quoted Investments	3,597,715.032	92,416,379	4,893,307.202	82,753,525
Aggregate amount of Market Value of Quoted Investments	3,597,715.032	92,416,379	4,893,307.202	82,753,525
Aggregate amount of Impairment in value of Impairments	-	-	-	-

**14 Trade Receivable**

(Amount in Rs)

Particulars	Note No.	As at 31 March 2019	As at 31 March 2018
<b>Unsecured</b>			
Considered Good		4,475,365	5,652,394
<b>Total</b>		4,475,365	5,652,394

14.1 Trade receivables are non-interest bearing and are generally on credit terms of 30 days. The ageing of receivables are as follows:

Particulars	Note No.	As at 31 March 2019	As at 31 March 2018
Within Credit Period		2,046,732	1,385,504
1-180 days past due		2,421,102	4,251,648
More than 180 days past due		7,531	15,242
<b>Total</b>		4,475,365	5,652,394

14.2 Refer Note no 20.1 to Financial Statements in respect of charges created on Trade Receivables against borrowings.

**Notes to the Financial Statements for the year ended 31st March 2019****15 Cash and Cash Equivalents  
(as certified by the management)**

(Amount in Rs)

Particulars	Note No.	As at 31 March 2019	As at 31 March 2018
Balances with Bank		1,168,265	1,456,267
Cash in Hand		875,280	931,831
		<b>2,043,545</b>	2,388,098

**16 Other Bank Balances**

Particulars	Note No.	As at 31 March 2019	As at 31 March 2018
Balance with Bank in Dividend Account	16.1	842,218	1,069,822
Other bank balance		600,000	600,000
		<b>1,442,218</b>	1,669,822

16.1 Balance with banks on unpaid dividend account represents monies that can be utilised only to pay dividend to equity shareholders against dividend warrants issued to them

**17 Current Tax Assets/(Liabilities)**

Particulars	Note No.	As at 31 March 2019	As at 31 March 2018
Current Tax Assets			
Advance Payment Of Tax		7,864,492	8,456,782
Tax deduction at Source		688,391	999,914
<b>Total</b>		<b>8,552,883</b>	9,456,696
Current Tax Liabilities			
Income Tax Payable		6,454,852	6,680,912
<b>Total</b>		<b>6,454,852</b>	6,680,912
Current Tax Assets/(Liabilities)		<b>2,098,031</b>	2,775,784

**Notes to the Financial Statements for the year ended 31st March 2019****18 Equity Share Capital**

Particulars	Note No.	As at Mar. 31, 2019		As at Mar. 31, 2018	
		Number of Shares	Amount (Rs.)	Number of Shares	Amount (Rs.)
<b>Authorised Share Capital</b>					
40,00,000 Equity Shares of Rs. 10/- each		<b>4,000,000</b>	<b>40,000,000</b>	4,000,000	40,000,000
<b>Issued and Subscribed share capital</b>					
3,402,100 Equity Shares of Rs. 10/- each fully paid up		<b>3,402,100</b>	<b>35,120,208</b>	3,402,100	35,120,208
<b>Paid-up Equity Share Capital</b>					
3,402,100 Equity Shares of Rs. 10/- each fully paid up		<b>3,402,100</b>	<b>34,021,000</b>	3,402,100	34,021,000
Add: 2,32,400 Equity Shares forfeited		<b>232,400</b>	<b>1,099,208</b>	232,400	1,099,208
			<b>35,120,208</b>		35,120,208
			<b>35,120,208</b>		35,120,208

18.1 The Company has only one class of issued shares i.e. Equity Shares having par value of Rs. 10 per share. Each holder of Equity 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 Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their shareholding.

18.2 The Company does not have any Holding Company/ultimate Holding Company.

18.3 There is no movement in the number of shares outstanding at the beginning and at the end of the reporting period.

18.4 Details of Shareholders holding more than 5% equity shares:

Name of shareholders	% of holding	No. of Shares held as on March 31, 2019	No. of Shares held as on March 31, 2018
Srikrishna Arjun Trading and Investment Company Private Limited	28.10	<b>955,842</b>	955,442
Anirudha Jalan	31.28	<b>1,064,197</b>	1,064,197

**19 Other Equity**

(Amount in Rs.)

Particulars	Note No.	As at 31 March 2019	As at 31 March 2018
General Reserve		<b>141,597,116</b>	141,597,116
Securities Premium Reserve		<b>38,657,000</b>	38,657,000
Retained Earnings		<b>(15,235,211)</b>	(12,338,028)
Other Comprehensive Income		–	6,105,143
<b>Total</b>		<b>165,018,905</b>	174,021,231

19.1 Refer Statement of Changes in Equity for movement in balances of reserve.

19.2 Nature and Purpose of Reserves :

- "General Reserve :“The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General Reserve is created by a transfer from one component of equity to another and it will not be reclassified subsequently to Statement of Profit and Loss.”
- "Securities Premium Reserve :“Securities Premium Reserve represents the amount received in excess of par value of securities. Section 52 of Companies Act, 2013 specify restriction and utilisation of security premium.



**Notes to the Financial Statements for the year ended 31st March 2019**

- c) "Retained Earnings :“ Retained earnings generally represent the undistributed profit/amount of accumulated earnings of the company and includes remeasurement gain/losses on defined benefit obligations. "
- d) "Other Comprehensive Income:"Other Comprehensive Income (OCI) represent the balance in equity for items to be accounted under OCI and comprises of the following: "i) Items that will not be reclassified to profit and loss :“
- ii) The company has elected to recognise changes in the fair value of investments in OCI. This reserve represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value."

**20 Borrowing**

(Amount in Rs)

Particulars	Note No.	As at Mar. 31, 2019		As at Mar. 31, 2018	
		Current	Non-current	Current	Non-current
<b>Secured</b>					
From Banks					
Vehicle Loan	20.2	<b>316,679</b>	<b>1,000,681</b>	289,015	1,317,360
Working Capital	20.1	<b>12,148,977</b>	–	2,000,631	–
<b>Total</b>		<b>12,465,656</b>	<b>1,000,681</b>	2,289,646	1,317,360

- 20.1 The Working Capital is secured by hypothecation of crops, entire stocks, book debts and other current assets and Plant and Machineries, both present and future and equitable mortgage of Leasehold Land at Garden by deposit of Title Deeds and guaranteed by Srikrishna Arjun Trading and Investment Company Private Limited and personal guarantee of Mr. Sriprakash Jalan, CEO of the Company.
- 20.2 Vehicle Loans are secured by hypothecation of vehicles acquired under Car Loan scheme. Rate of interest being 9.1 % and is repayable at unamortised cost as follows:

Financial Year	Amount
2019-20	316,679
2020-21	346,992
2021-22	380,207
2022-23	273,482
<b>Total</b>	1,317,360

**21 Provisions**

(Amount in Rs)

Particulars	Note No.	As at Mar. 31, 2019		As at Mar. 31, 2018	
		Current	Non-current	Current	Non-current
<b>Provision for Employee Benefits</b>					
For Gratuity (Funded)	37	6,840,324	48,693,714	8,167,384	51,475,294
For Gratuity (Unfunded)	37	181,295	5,078,207	–	–
For Leave Encashment	37	207,750	741,454	206,301	815,260
<b>Provision for Others</b>					
For Tax on Dividend payable		–	678,055	–	678,055
<b>Total</b>		<b>7,229,369</b>	<b>55,191,430</b>	<b>8,373,685</b>	<b>52,968,609</b>

**Notes to the Financial Statements for the year ended 31st March 2019****22 Trade Payable - Current**

(Amount in Rs)

Particulars	Note No.	As at	
		31 March 2019	31 March 2018
For goods and services			
Dues to Micro and Small Enterprises	22.1	50,073	–
Others	22.2	45,637,975	37,598,239
<b>Total</b>		<b>45,688,048</b>	<b>37,598,239</b>

22.1 Information in terms of section 22 of the Micro, Small and Medium Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act) are given as follows :

	50,073	–
a) Principle amount due Unpaid matured deposits and interest accrued thereon.	50,073	–
b) Interest paid during the period beyond the appointed day	–	–
c) Amount of interest due and payable for the period of delay in making payment without adding the interest specified under the Act	–	–
d) Amount of interest accrued and remaining unpaid at the end of the period	–	–
e) Amount further interest remaining due and payable even in the succeeding years, until such date when the interest as dues above actually paid to the small enterprise for the purpose of this allowance as a deductible expenditure under section-23 of the Act	–	–

22.2 There are no material dues owned by the Company to Micro and Small Enterprises, which are outstanding for more than 45 days during the year and as at 31st March 2019. The information as required under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to to the extent such parties have been identified on the basis of information available with the Company and has been relied upon by the Auditors.

**23 Other Financial Liabilities**

Particulars	Note No.	As at		As at	
		31 March 2019		31 March 2018	
		Current	Non-Current	Current	Non-Current
Unclaimed Dividend	23.1	842,218	–	1,069,822	–
<b>Total</b>		<b>842,218</b>	<b>–</b>	<b>1,069,822</b>	<b>–</b>

23.1 There is no due for payment to Investor Education and Protection Fund

**24 Other Liabilities**

Particulars	Note No.	As at		As at	
		31 March 2019		31 March 2018	
		Current	Non-Current	Current	Non-Current
Statutory dues ( includes Goods and Services Tax, PF, ESI, Sales Tax/ VAT, CST Etc.)		4,367,821	–	2,743,019	–
<b>Total</b>		<b>4,367,821</b>	<b>–</b>	<b>2,743,019</b>	<b>–</b>

**Notes to the Financial Statements for the year ended 31st March 2019****25 Revenue from Operations**

Particulars	Note No.	Year ended 31 March 2019	Year ended 31 March 2018
Sale of Tea		<b>279,364,799</b>	251,523,632
		<b>279,364,799</b>	251,523,632

25.1 Goods and Service Tax ("GST") has been implemented with effect from 1st July, 2017 and therefore, revenue from operations for the period July 1, 2017 to 31st March 2018 and for the year ended 31st March 2019 are net of GST.

**26 Other Income**

(Amount in Rs)

Particulars	Note No.	Year ended 31 March 2019	Year ended 31 March 2018
<b>Interest Income</b>			
On Bank Deposits and Others		<b>2,338,105</b>	2,240,810
On Financial assets measured at amortised costs		<b>2,325,474</b>	2,209,017
Dividend from current investments		<b>31</b>	1,362
Profit on sale of Property, Plant and Equipment		<b>–</b>	19,068
Profit on sale of Investment		<b>748,054</b>	1,994,118
Provision/Liabilities no longer required written back		<b>121,731</b>	94,215
Sundry Credit Balance written back		<b>6,299</b>	235,441
Insurance Claim		<b>34,991</b>	5,620
Changes in Fair Value of Biological Assets		<b>–</b>	920,067
Net gain/(loss) on fair valuation of Investments through profit and loss (net)		<b>4,354,354</b>	5,129,118
Miscellaneous Receipts		<b>880,694</b>	663,946
		<b>10,809,733</b>	13,512,782

**27 Changes in Inventories of Finished Goods, Stock-in-Trade and Work in Progress**

Particulars	Note No.	Year ended 31 March 2019	Year ended 31 March 2018
<b>Opening Stock</b>			
Agriculture Produce		<b>498,758</b>	162,106
Tea		<b>6,670,014</b>	5,421,726
Tea in Process		<b>–</b>	–
		<b>7,168,772</b>	5,583,832
<b>Closing Stock</b>			
Agriculture Produce		<b>463,746</b>	498,758
Tea		<b>11,381,720</b>	6,670,014
Tea in Process		<b>–</b>	–
		<b>11,845,466</b>	7,168,772
(Incease)/Decrease in inventories of finished goods, stock-in-trade and Work-in-Progress		<b>(4,676,694)</b>	(1,584,940)

**28 Employee Benefit Expenses**

Particulars	Note No.	Year ended 31 March 2019	Year ended 31 March 2018
Salaries and Wages		<b>79,931,032</b>	63,742,981
Contribution to Provident and other Funds	37	<b>10,007,683</b>	8,886,674
Staff Welfare expense		<b>46,326,944</b>	43,046,736
		<b>136,265,659</b>	115,676,391

**Notes to the Financial Statements for the year ended 31st March 2019****29 Finance Costs**

(Amount in Rs)

Particulars	Note No.	Year ended 31 March 2019	Year ended 31 March 2018
Interest Expense		<b>1,067,679</b>	3,106,004
		<b>1,067,679</b>	3,106,004

**30 Other Expenses**

Particulars	Note No.	Year ended 31 March 2019	Year ended 31 March 2018
Consumption of Stores, Spare Parts and Packing Materials		<b>10,551,035</b>	11,537,002
Power and fuel		<b>28,733,100</b>	24,854,306
Rent		<b>520,729</b>	509,616
Repairs and maintenance:			
Buildings		<b>4,864,718</b>	5,579,068
Plant and machinery		<b>5,503,684</b>	5,442,453
Others		<b>3,915,810</b>	3,606,169
Insurance		<b>1,966,376</b>	1,911,883
Rates and taxes		<b>929,186</b>	888,879
Travelling and conveyance	30.2	<b>3,032,562</b>	3,109,627
Transport Expenses		<b>4,515,981</b>	3,960,249
Legal and professional charges		<b>1,813,228</b>	795,800
Payment to auditors	30.1	<b>191,250</b>	115,000
Directors' fees		<b>34,000</b>	37,000
Brokerage and Selling commission		<b>2,809,688</b>	2,595,673
Despatching and Selling Expenses		<b>7,936,847</b>	6,274,532
Subscription		<b>1,133,607</b>	1,096,262
Cultivation Expense		<b>28,436,063</b>	25,444,133
Cess on Green Leaves		<b>2,122,819</b>	1,850,229
Amortisation of deferred portion of Financial instruments		<b>1,883,774</b>	1,883,774
Change in value of Biological Assets		<b>794,848</b>	–
Miscellaneous expenses		<b>11,346,812</b>	10,000,765
		<b>123,036,117</b>	111,492,420

**30.1 Payment to auditors :**

Particulars	Note No.	Year ended 31 March 2019	Year ended 31 March 2018
Audit Fees		<b>110,000</b>	100,000
Tax Audit Fees		<b>27,500</b>	15,000
Certification and other expenses		<b>53,750</b>	–
		<b>191,250</b>	115,000
<b>30.2 Expenditure in Foreign Currency</b>			
Travelling Expenses		<b>817,867</b>	934,473

**Notes to the Financial Statements for the year ended 31st March 2019****31 Tax Expenses - Current Tax**

(Amount in Rs)

Particulars	Note No.	Year ended 31 March 2019	Year ended 31 March 2018
Current tax		1,957,800	610,946
Income tax relating to earlier years		288,746	–
		<b>2,246,546</b>	610,946

**31.1 Components of Tax Expense**

Particulars	Note No.	Year ended 31 March 2019	Year ended 31 March 2018
Current Tax		1,957,800	229,566
In respect of Earlier Year		288,746	381,380
Deferred Tax		1,486,868	1,858,317
Total Tax expense recognised in the current year in the Statement of Profit and Loss		<b>3,733,414</b>	2,469,263

**31.2 Reconciliation of Income tax expense for the year with accounting profit is as follows :**

Taxable Income differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. Details in this respect are as follows :

Particulars	Note No.	Year ended 31 March 2019	Year ended 31 March 2018
Profit/(Loss) before tax		(10,183,204)	116,324
Income tax expense calculated at 26% (25.75%)		–	29,954
Add: Effect of Expenses that are not deductible in determining taxable profit			
Effect of other Income Chargeable to Tax		1,957,800	577,011
Income Tax of Earlier Year		288,746	381,380
Effect of Expenses allowable on payment basis		705,783	1,657,233
Effects of Depreciation difference		882,336	368,744
Effect of other adjustments		–	1,147,090
Less : Effect of Expense/income that are deductible/not taxable in determining taxable profit			
Effect of Remeasurement of Losses on defined benefit plan allowable (to the extent of Tax Liability)		–	1,177,044
Effect of Fair value movement of Investment		101,251	515,105
Income tax expense recognised in the statement of profit and loss		<b>3,733,414</b>	2,469,263

The base tax rate used for reconciliations above is 26% (25.75%) as applicable for corporate entities on taxable profits under the Indian tax laws.

**Notes to the Financial Statements for the year ended 31st March 2019****31.3 Income tax recognized in Other Comprehensive income**

(Amount in Rs)

Particulars	Note No.	Year ended 31 March 2019	Year ended 31 March 2018
Deferred tax charge on Remeasurement gains of defined benefit obligation		(1,137,855)	1,177,044
Gains/(loss) on fair value of investment in Equity Instruments		–	950
<b>Income tax recognized in Other Comprehensive income</b>		<b>(1,137,855)</b>	<b>1,177,994</b>
Bifurcation of the income tax recognized in Other comprehensive income into :			
Items that will be reclassified to profit or loss			
Items that will not be reclassified to profit or loss		(1,137,855)	1,177,994

**31.4 Components of Other Comprehensive Income**

Particulars	Note No.	Year ended 31 March 2019	Year ended 31 March 2018
Items that will not be reclassified to statement of profit or loss			
Remeasurement of defined benefit obligation (net of tax)		4,376,367	(3,394,002)
Gains/(loss) on fair value of investment in Equity Instruments (net of tax)		–	5,831,512
		<b>4,376,367</b>	<b>2,437,510</b>

- a) Current income tax has been computed considering that the benefits available under section 80I E of Income Tax Act, 1961 on substantial expansion is available on the entire profit and provision for tax has been made accordingly.
- b) Current tax includes Rs.Nil (Previous Year Rs. Nil) of agricultural income tax payable under the Assam Agricultural Income Tax Act, 1939.

**32 Earnings per Share**

Particulars	Note No.	Year ended 31 March 2019	Year ended 31 March 2018
Profit /(Loss) after Tax		(12,240,838)	(2,352,939)
Net Profit/(Loss) for calculation of Basic and Diluted EPS (a)		(12,240,838)	(2,352,939)
Weighted Average number of Equity shares in calculating Basic and Diluted EPS (b)		3,402,100	3,402,100
Basic and Diluted EPS (a/b)		(3.60)	(0.69)

**Notes to the Financial Statements for the year ended 31st March 2019****33 Segment Information**

Consequent to the adoption of Ind AS, the Company has identified one operating segment viz, "Tea" which is consistent with the internal reporting provided to the chief executive officer, who is the chief operating decision maker.

The Company deals in only one product i.e., Tea. The products and their applications are homogenous in nature.

- 33.1** Revenue in respect of tea includes sale to three companies (March 31, 2018 three companies and one individual) pertaining to the manufacture and selling of tea which account for more than 10% in each case and Rs.17,41,79,782 ( March 31, 2018- Rs.20,85,90,489/-) in aggregate of the total revenue of the company.

**34 Contingent Liabilities, Contingent Assets and Commitments (to the extent not provided for)****34.1 Contingent Liabilities and Contingent Assets**

(Amount in Rs)

Particulars	<b>As at 31 March 2019</b>	As at 31 March 2018
Income Tax matters under Appeal	<b>576,450</b>	1,780,010

34.1.1 The Company's pending litigation comprises of claim against the Company and proceeding pending tax/statutory/Government authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, and disclosed the contingent liabilities, where applicable, in its Financial Statements. The Company does not expect the outcome of these proceedings to have a material impact on its financial position. Future cash outflows in respect of above are dependent upon the outcome of judgments / decisions.

34.1.2 A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or nonoccurrence of one or more uncertain future events not wholly within the control of the entity. During the normal course of business, several unresolved claims are currently outstanding. The inflow of economic benefits, in respect of such claims cannot be measured due to uncertainties that surround the related events and circumstances.

**34.2 Capital and Other Commitments**

Particulars	<b>Note No.</b>	<b>As at 31 March 2019</b>	As at 31 March 2018
Estimated amount of contract remaining to be executed on capital account and not provided for; Net of advance of Rs 1,50,000 (31st March, 2018 - 1,50,000 )		<b>179,550</b>	179,550

**Notes to the Financial Statements for the year ended 31st March 2019**

35 Related party disclosure as identified by the management in accordance with the Indian Accounting Standard (Ind AS) 24 on "Related Party Disclosures" are as follows :

(A) Names of related parties and nature of relationship

a) Associate : Srikrishna Arjun Trading and Investment Company Private Limited

b) Key Managerial Personnel and their relatives  
 Mr. S. P. Jalan ( Relative of Director)  
 Mr. Anirudha Jalan ( Director)  
 Mrs. Indra Jalan (Director)

c) Enterprises over which any person described in (b) above is able to exercise significant influence and with whom the Company has transaction during the year.  
 Creative Services (P) Ltd  
 Hasimara Industries Ltd

**(B) Aggregate amount of transactions with related parties:**

(Amount in Rs.)

I) Nature of Transaction	For the year ended 31.03.2019	For the year ended 31.03.2018
Director's Fees	4,000	4,000
Remuneration paid to S. P. Jalan	1,676,288	1,538,528
Rent Paid		
Srikrishna Arjun Trading and Investment Co. (P) Ltd.	212,400	204,300
Maintenance Charges and Other charges		
Srikrishna Arjun Trading and Investment Co. (P) Ltd.	146,664	152,964
Interest received :		
Hasimara Industries Ltd.	2,100,000	2,100,000



**Notes to the Financial Statements for the year ended 31st March 2019****Balances of Related parties is as follows:**

(Amount in Rs.)

I) Nature of Transaction	As at 31 March 2019	As at 31 March 2018
II) Balance outstanding –		
i) Loans given		
Hasimara Industries Ltd.	<b>17,500,000</b>	17,500,000
ii) Investments		
Hasimara Industries Ltd	<b>1,266,578</b>	5,595,159
Creative Services (P) Ltd	<b>4,536,937</b>	4,050,837
iii)Others		
Hasimara Industries Ltd	<b>1,890,000</b>	1,890,000
Creative Services (P) Ltd	<b>500,000</b>	500,000

**Note:**

- (i) The above related party information is as identified by the management and relied upon by the auditor.
- (ii) The Company has provided certain short term loans to its Related parties for working capital purposes. These loans are unsecured.

**Details of Compensation paid to KMP during the year are as follows**

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Short Term Employees Benefits	<b>1,676,288</b>	1,538,528
Post-Employment benefits*	–	–
Other long- term benefits*	–	–

\* Post-employment benefits and other-long term benefits have been disclosed based on actual payment made on retirement/resignation of services, but does not include provision made on Actuarial basis as the same is available for all the employees together.

**36** In the opinion of the Board the assets other than fixed and non-current investments have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

**37 Post Retirement Employee Benefits**

The disclosures required under Indian Accounting Standard 19 on "Employee Benefits" (Ind AS - 19) are given below:

**(a) Defined Contribution Scheme**

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Contribution to Defined Contribution Plan recognised as expense for the year are as under:		
Employer's Contribution to Provident Fund	<b>8,662,218</b>	7,604,150
Employer's Contribution to Pension Fund	<b>292,207</b>	284,164

**Notes to the Financial Statements for the year ended 31st March 2019****(b) Defined Benefit Plan**

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972. In previous year it was unfunded but in current year partly it converted into funded with LIC and remaining is unfunded.

The Company also has certain Defined Contribution plans. Contributions are made to provident fund in India at the rate of 12% of salary of the employees covered as per the regulations. The contributions are made to registered provident fund administered by the Government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employees benefit entitlement and measures each unit separately to build up the financial obligation.

**Gratuity**

(Amount in Rs.)

Particulars	For The Year Ended March 31, 2019		For The Year Ended March 31, 2018	
	Funded	Unfunded	Funded	Unfunded
<b>A. Change in fair value of Defined Benefit Obligation :</b>				
Present Value of Defined Benefit Obligations as at the beginning of the year	55069421	4573257	46,945,488	4,160,941
Current Service Cost	3226088	236640	2,950,213	253,400
Interest Cost	4150373	348394	3,518,932	322,473
Benefit Paid	(2,336,939)	(97,327)	(3,079,815)	–
Actuarial (Gain) / Losses	–	–	–	–
Remeasurements- Due to Financial Assumptions	240963	16863	(1,964,500)	(29,192)
Remeasurements- Due to Experience Adjustments	(4,815,868)	181675	6,699,103	(134,365)
Liability at the end of the year	55,534,038	5,259,502	55,069,421	4,573,257
<b>B. Change in Fair Value of plan Assets :</b>				
Fair value of Plan Assets at the beginning of the year				
Interest Income				
Employer Direct Benefit payment	–	97327	3,079,815	–
Contributions by the Employers	2,692,789	–	–	–
Benefit payment From Employer	(2,336,939)	(97,327)	(3,079,815)	–
Remeasurements- Return on Assets (excluding Interest Income)				
Fair value of plan Assets at the end of the year	355,850	–	–	–
<b>C. Amount Recognized in Balance Sheet:</b>				
Present Value of Defined Benefit Obligations as at the end of the year	55,534,038	5,259,502	55,069,421	4,573,257
Fair value of Plan Assets at the end of the year	355,850	–	–	–
	55,178,188	5,259,502	55,069,421	4,573,257
<b>D .Components of Defined Benefit Cost</b>				
Current Service Cost	3,226,088	236,640	2,950,213	253,400
Interest Cost	4,150,373	348,394	3,518,932	322,473
Expected Return on Plan Assets	–	–	–	–
Net Actuarial (Gain)/ Loss on remeasurement recognized in OCI				
Total Defined Benefit Cost recognized in the Statement of Profit and Loss	7,376,461	585,034	6,469,145	575,873

**Notes to the Financial Statements for the year ended 31st March 2019**

(Amount in Rs.)

Particulars	For The Year Ended March 31, 2019		For The Year Ended March 31, 2018	
	Funded	Unfunded	Funded	Unfunded
<b>E .Remeasurements Recognized in Other Comprehensive Income</b>				
Remeasurements- Due to Financial Assumptions	240,963	16,863	(1,964,500)	(29,192.)
Remeasurements- Due to Experience Adjustments	(4,815,868)	181,675	6,699,103	(134,365)
Remeasurements- Return on Assets (excluding Interest Income)	-	-	-	-
Remeasurements Recognized in Other Comprehensive Income	(4,574,905)	198,538	4,734,603	(163,557)
<b>F .Balance Sheet Reconciliation</b>				
Opening Net Liability	55,069,421	4,573,257	46,945,488	4,160,941
Defined Benefit Cost included in Profit and Loss	7,376,461	585,034	6,469,145	575,873
Remeasurements Recognized in Other Comprehensive Income	(4,574,905)	198,538	4,734,603	(163,557)
Employer Direct Benefit Payments	(2,692,789)	(97,327)	(3,079,815)	-
Employers Contribution	-	-	-	-
Amount Recognised in Balance Sheet	55,178,188.	5,259,502	55,069,421	4,573,257
<b>G .Percentage allocation of plan assets in respect of fund managed by insurer/trust is as follows:</b>				
Particulars				
Equity	-	N.A.	-	N.A.
Bonds	-	N.A.	-	N.A.
Other Current Assets	-	N.A.	-	N.A.
Insurance policies	100%	N.A.	100%	N.A.
<b>H .The Principal Actuarial Assumptions as at Balance Sheet date are set out as below:</b>				
Summary of Financial Assumption				
Discount Rate	7.70%	7.70%	7.75%	7.50%
Salary Escalation- First Five Years	6.00%	6.00%	6.00%	6.00%
Salary Escalation- After Five Years	6.00%	6.00%	6.00%	6.00%
Expected Return on Plan Assets	7.70%	N.A.	N.A.	N.A.
<b>Summary of Demographic Assumptions</b>				
Mortality Rate	IALM (2006-08) Table		IALM (2006-08) Table	
Disability Rate(a % of above mortality rate)	5.00%	5.00%	5.00%	5.00%
Withdrawal Rate	1% to 8%	1% to 8%	1% to 8%	1% to 8%
Retirement Age	60 Years	60 Years	60 Years	60 Years
Average future service	21.31	11.74	21.51	11.74

**Notes to the Financial Statements for the year ended 31st March 2019****I. Sensivity Analysis :**

(Amount in Rs.)

Particulars	Change in Assumptions	As at 31 March 2019	Change in Assumptions	As at March 31, 2018
Salary Escalation	1%	60,535,446	1%	60,210,011
Salary Escalation	-1%	51,127,643	-1%	52,681,199
Withdrawl Rates	1%	56,115,251	1%	56,671,613
Withdrawl Rates	-1%	54,878,239	-1%	55,724,272
Discount Rate	1%	51,395,682	1%	52,761,980
Discount Rate	-1%	60,315,461	-1%	60,179,048

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (projected unit credit method) has been applied as when calculating the defined benefit obligation recognised within the Balance Sheet.

**J. Estimate of expected benefit payments (In absolute terms i.e. undiscounted)**

Particulars	Gratuity	
	Funded	Unfunded
01 Apr 2018 to 31 Mar 2019	6,840,324	181,295
01 Apr 2019 to 31 Mar 2020	9,406,377	202,441
01 Apr 2020 to 31 Mar 2021	5,409,970	204,327
01 Apr 2021 to 31 Mar 2022	3,484,246	662,297
01 Apr 2022 to 31 Mar 2023	3,934,324	2,423,875
01 Apr 2023 Onwards	98,716,260	4,886,723

**Other Long Term Employee Benefit  
Compensated absences( Unfunded)**

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
<b>A. Change in fair value of Defined Benefit Obligation :</b>		
Present Value of Defined Benefit Obligations as at the beginning of the year	<b>1,021,561</b>	1,001,115
Current Service Cost	<b>294,143</b>	275,278
Interest Cost	<b>69,851</b>	72,023
Benefit Payments From Employer	<b>(228,810)</b>	(143,562)
Actuarial (Gain) / Losses	<b>-</b>	-
Remeasurements- Due to Financial Assumptions	<b>2,713</b>	(13,661)
Remeasurements- Due to Experience Adjustments	<b>(210,254)</b>	(169,632)
Liability at the end of the year	<b>949,204</b>	1,021,561

**Notes to the Financial Statements for the year ended 31st March 2019**

(Amount in Rs.)

<b>Particulars</b>	<b>For the year ended 31.03.2019</b>	<b>For the year ended 31.03.2018</b>
<b>B Change in Fair Value of plan Assets :</b>		
Fair value of Plan Assets at the beginning of the year		
Interest Income		
Employer Direct Benefit Payments	<b>228,810</b>	143,562
Contributions by the Employers		
Benefit paid		
Benefit Payments From Employer	<b>(228,810)</b>	(143,562)
Remeasurements- Return on Assets (excluding Interest Income)		
Fair value of plan Assets at the end of the year	<u>—</u>	<u>—</u>
<b>C.Amount Recognized in Balance Sheet:</b>		
Present Value of Defined Benefit Obligations as at the end of the year	<b>949,204</b>	1,021,561
Fair value of Plan Assets at the end of the year	<u>—</u>	<u>—</u>
	<b>949,204</b>	1,021,561
<b>D. Components of Defined Benefit Cost</b>		
Current Service Cost	<b>294,143</b>	275,278
Interest Cost	<b>69,851</b>	72,023
Expected Return on Plan Assets	—	—
Net Actuarial (Gain)/ Loss on remeasurement recognized in OCI	—	—
Total Defined Benefit Cost recognized in the Statement of Profit and Loss	<u><b>363,994</b></u>	<u>347,301</u>
<b>E Remeasurements Recognized in Other Comprehensive Income</b>		
Remeasurements- Due to Financial Assumptions	<b>2,713</b>	(13,661)
Remeasurements- Due to Experience Adjustments	<b>(210,254)</b>	(169,632)
Remeasurements- Return on Assets (excluding Interest Income)	—	—
Remeasurements Recognized in Other Comprehensive Income	<u><b>(207,541)</b></u>	<u>(183,293)</u>
<b>F. Balance Sheet Reconciliation</b>		
Opening Net Liability	<b>1,021,561</b>	1,001,115
Defined Benefit Cost included in Profit and Loss	<b>363,994</b>	347,301
Remeasurements Recognized in Other Comprehensive Income	<b>(207,541)</b>	(183,293)
Employers Contribution	<b>(228,810)</b>	(143,562)
Amount Recognised in Balance Sheet	<u><b>949,204</b></u>	<u>1,021,561</u>

**Notes to the Financial Statements for the year ended 31st March 2019****G. Percentage allocation of plan assets in respect of fund managed by insurer/trust is as follows**

Particulars	As at 31 March 2019	As at 31 March 2018
Equity	N.A.	N.A.
Bonds	N.A.	N.A.
Other Current Assets	N.A.	N.A.
Insurance policies	N.A.	N.A.

**H The Principal Actuarial Assumptions as at Balance Sheet date are set out as below:**

## Summary of Financial Assumption

Discount Rate	7.70%	7.75%
Salary Escalation- First Five Years	6.00%	6.00%
Salary Escalation- After Five Years	6.00%	6.00%
Expected Return on Plan Assets	N.A.	N.A.

**Summary of Demographic Assumptions**

Particulars	IALM (2006-08) Table	
Mortality Rate		
Disability Rate(a % of above mortality rate)	5.00%	5.00%
Withdrawal Rate	1% to 8%	1% to 8%
Retirement Age	60 Years	60 Years
Average future service	12.69	11.24

**I. Sensitivity analysis**

(Amount in Rs.)

Particulars	Change in Assumptions	As at 31 March 2019	As at March 31, 2018
Salary Escalation	1%	1,011,390	1,083,219
Salary Escalation	-1%	893,081	965,354
Withdrawal Rates	1%	955,053	1,026,963
Withdrawal Rates	-1%	942,803	1,015,736
Discount Rate	1%	895,207	967,894
Discount Rate	-1%	1,009,626	1,081,075

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (projected unit credit method) has been applied as when calculating the defined benefit obligation recognised within the Balance Sheet.

**Notes to the Financial Statements for the year ended 31st March 2019****J Estimate of expected benefit payments (In absolute terms i.e. undiscounted) (Amount in Rs.)**

Particulars	Leave
01 Apr 2018 to 31 Mar 2019	207,750
01 Apr 2019 to 31 Mar 2020	265,039
01 Apr 2020 to 31 Mar 2021	65,766
01 Apr 2021 to 31 Mar 2022	59,395
01 Apr 2022 to 31 Mar 2023	43,517
01 Apr 2023 Onwards	1,205,308

**38 Financial Instruments****38.1 Capital Management**

The primary objective of the Company's capital management is to ensure that it maintains a healthy capital ratio in order to support its business and maximise shareholder value. The Company's objective when managing capital is to safeguard their ability to continue as a going concern so that they can continue to provide returns for shareholders and benefits for other stake holders. The Company is focused on keeping strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required without where the risk profile of the Company.

**38.1.1 Gearing Ratio**

The gearing ratio are as follows :

Particulars	As at 31 March 2019	As at 31 March 2018
Borrowings	13,466,337	3,607,006
Less: Cash and Cash Equivalents	2,043,545	2,388,098
Net Debt	11,422,792	1,218,908
Equity	200,139,113	209,141,439
Equity and Net Debt	211,561,905	210,360,347
Gearing Ratio	0.05	0.01

**38.2 Categories of Financial Instruments**

Details with respect to financial assets and financial liabilities are as follows:-

Particulars	As at 31 March 2019	As at 31 March 2018
<b>Financial Assets</b>		
<b>Break up of financial assets carried at amortised cost</b>		
Trade receivable	4,475,365	5,652,394
Cash and Cash Equivalents	2,043,545	2,388,098
Other Bank Balances	1,442,218	1,669,822
Loans	23,316,304	22,879,815
Others	16,868,568	16,564,995
<b>Total financial assets carried at amortised cost</b>	<b>48,146,000</b>	<b>49,155,124</b>

**Notes to the Financial Statements for the year ended 31st March 2019****Break up of financial assets at fair value through profit or loss** (Amount in Rs.)

Particulars	As at 31 March 2019	As at 31 March 2018
<b>Investments</b>		
-Non-current	5,811,407	9,663,816
-Current	92,416,379	82,753,525
Total financial assets carried at fair value through profit or loss	<u>98,227,786</u>	<u>92,417,341</u>
<b>Break up of financial assets at fair value through Other comprehensive income reserve</b>		
<b>Investments</b>		
-Non-current	—	—
<b>Total financial assets carried at fair value through profit or loss</b>	<u>—</u>	<u>—</u>
<b>Financial Liabilities</b>		
<b>Break up of financial liabilities carried at amortised cost</b>		
Borrowings	13,149,658	3,317,991
Trade payable	45,688,048	37,598,239
Total financial liabilities carried at fair value at amortised cost	<u>58,837,706</u>	<u>40,916,230</u>

**Fair Valuation Techniques**

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

The fair value of cash and cash equivalents, other bank balances, current trade receivables and payables, other current financial liabilities and assets approximate their carrying amount largely due to the short-term nature of these instruments. The management considers that the carrying amounts of financial assets and financial liabilities recognised at nominal cost/amortised cost in the financial statements approximate their fair values.

Fair value of Investment in unquoted Non Cumulative Redeemable Preference Share and security deposit have been determined based on Effective interest Rate method(EIR) and differential thereof has been recognised as deferred loss/gain and to be recognised to profit and loss over the tenure of the instrument.

Investments traded in active market are determined by reference to the quotes from the Stock exchanges as at the reporting date. Investments in liquid and short-term mutual funds are measured using quoted market prices at the reporting date multiplied by the quantity held. Unquoted investments in shares have been valued based on the historical net asset value as per the latest audited financial statements.



**Notes to the Financial Statements for the year ended 31st March 2019****38.3 Fair Value hierarchy**

(Amount in Rs.)

Particulars	As at 31st March, 2019	Fair Value measurements at reporting date using		
		Level 1	Level 2	Level 3
Financial Asset				
Investment in Equity Instruments	–	–	–	–
Investment in Preference Shares	<b>5,811,407</b>	7,892	5,803,515	–
	<b>(9,663,816)</b>	(17,820)	(9,645,996)	–
Investment in Mutual Funds	<b>92,416,379</b>	92,416,379	–	–
	<b>(82,753,525)</b>	(82,753,525)	–	–

(\*) Figures in brackets ( ) indicate figures as at March 31, 2018

During the year ended March 31, 2019 and March 31, 2018, there were no transfers between Level 1, Level 2 and Level 3

The Inputs used in fair valuation measurement are as follows :

"Fair valuation of Financial assets and liabilities not within the operating cycle of the company is amortised based on the borrowing rate of the "company."

"Unquoted investments in shares have been valued based on the amount available to shareholder's as per the latest audited financial statements. There "were no external unobservable inputs or assumption used in such valuation."

**38.4 Financial risk factors**

The Company's financial liabilities comprise mainly of borrowings, trade and other payables. The Company's financial assets comprise mainly of cash and cash equivalents, other balances with banks including trade receivables and other receivables, Deposits and Investments. The Company is exposed to Market risk, Credit risk and Liquidity risk. The Company's senior management oversees the management of these risks. The Board of Director reviews and agrees policies for managing each of these risks, which are summarised below:

**38.5 Market risk**

The Company's business is primarily agricultural in nature, exposes it to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of adverse weather conditions and lack of future markets. The Company closely monitors the changes in market conditions and select the sales strategies to mitigate its exposure to risk.

**Notes to the Financial Statements for the year ended 31st March 2019****38.6 Interest rate risk management**

Interest rate risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The objectives of the Company's interest rate risk management processes are to lessen the impact of adverse interest rate movements on its earnings and cash flows and to minimise counter party risks.

The Company is exposed to interest rate volatilities primarily with respect to its short terms borrowings from banks as well as Financial Institutions. Such volatilities primarily arise due to changes in money supply within the economy and/or liquidity in banking system due to asset/liability mismatch, poor quality assets etc. of banks. The Company manages such risk by operating with banks having superior credit rating in the market as well as Financial Institutions.

**38.7 Price risks**

The Company invests its surplus funds primarily in Equity Instruments, Preference Shares and mutual funds measured at fair value through profit or loss and other comprehensive income reserve. Aggregate value of such investments as at 31st March, 2019 is Rs.9,82,27,786 (Previous Year - Rs.9,24,17,341).

Accordingly, other price risk of the financial instrument to which the company is exposed is not expected to be material.

**38.8 Credit risks**

"Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities primarily trade receivables and other financial assets including deposits with Bank. Exposure to credit risk is monitored on an ongoing basis. The Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends and ageing of accounts receivable. "The Company's exposure of its counterparties are continuously monitored and the aggregate value of transactions is reasonably spread amongst the counterparties. The credit risk of the Company is low as the Company largely sells its teas through the auction system which is on cash and carry basis ."

**38.9 Liquidity risk management**

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company has obtained fund based working capital loans from banks. The company relies on borrowings and internal accruals to meet its fund requirement. The current committed line of credit are sufficient to meet its short to medium term fund requirement.

The following tables detail the Company's contractual maturity for its non derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows as at balance sheet date:

**Notes to the Financial Statements for the year ended 31st March 2019**

Maturity Analysis of unamortised Financial Liabilities

(Amount in Rs.)

**As of March 31, 2019**

Particulars	Carrying Value	On Demand	Less than 6 months	6 to 12 months	> 1 year	Total
Trade Payables	45,688,048	-	45,688,048	-	-	45,688,048
Borrowings	13,466,337	12,148,977	158,340	158,339	1,000,681	13,466,337
Other Financial Liabilities	842,218	842,218	-	-	-	842,218
<b>Total</b>	<b>59,996,603</b>	<b>12,991,195</b>	<b>45,846,388</b>	<b>158,339</b>	<b>1,000,681</b>	<b>59,996,603</b>

**As of March 31, 2018**

Particulars	Carrying Value	On Demand	Less than 6 months	6 to 12 months	> 1 year	Total
Trade Payables	37,598,239	-	37,598,239	-	-	37,598,239
Borrowings	3,607,006	2,000,631	141,206	147,809	1,317,360	3,607,006
Other Financial Liabilities	1,069,822	1,069,822	-	-	-	1,069,822
<b>Total</b>	<b>42,275,067</b>	<b>3,070,453</b>	<b>37,739,445</b>	<b>147,809</b>	<b>1,317,360</b>	<b>42,275,067</b>

The company has current financial assets which will be realised in ordinary course of business. The Company ensures that it has sufficient cash on demand to meet expected operational expenses.

The company relies on operating cash flows to meet its need for funds and ensures that it does not breach any financial covenants stipulated by the lender.

**39. Fair value measurements for biological assets other than bearer plants**

The following table gives the information about how the fair value of the biological assets are determined:

Biological Asset	Fair Value as at (Rs.)		Fair Value Hierarchy	Valuation techniques and Key inputs
	31st March, 2019	31st March, 2018		
Unharvested Tea Leaves	1,712,304	2,507,152	Level 2	Fair value is being arrived at based on the observable market prices of made tea adjusted for manufacturing costs. The same is applied on quantity of the tea leaves unharvested using plucking averages of various fields.

40. Previous year figures have been regrouped/ reclassified to conform with current year presentation, wherever considered necessary.

41. These financial statements have been approved by the Board of Directors of the Company on 30th May, 2019 for issue to the shareholders for their adoption.

As per our report of even date

For K.N. Gutgutia & Co.  
Chartered Accountants  
Firm Registration No. 304153E  
Place : Kolkata  
Date : 30th May, 2019

**K. C. Sharma**

Partner

Membership No. 50819

**K. C. Mishra**  
Company Secretary  
& CFO  
Mem. No. A13288

For and on behalf of the Board  
**Shridhar Issar**  
DIN : 00044295  
**Sanjay Kumar Kejriwal**  
DIN : 00061102

Directors

**TYROON TEA COMPANY LIMITED**  
(AN ISO 9001:2008, ISO 22000:2005 AND HACCP CERTIFIED COMPANY)  
CIN : L15421WB1890PLC000612

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REGISTERED OFFICE:  
"McLEOD HOUSE,"  
3, NETAJI SUBHAS ROAD,  
KOLKATA – 700 001. INDIA

**ATTENDANCE SLIP**

(To be presented at the entrance)

**ANNUAL GENERAL MEETING ON Thurs day THE 26th SEPTEMBER, 2019 AT 11.00 A.M.**  
At Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700 017

FOLIO NO. / DP ID/ CLIENT ID:

NO. OF SHARE(S):

Name of Member:

Name of the Proxy Holder:

Member's Signature

Proxy holder's Signature

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

**PROXY FORM (FORM NO. MGT 11)**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management & Administration Rules, 2014)

Name of Member(s) / Proxy:

No. of Share(s)

Registered Address:

REGISTERED FOLIO NO. /  
DP ID NO./CLIENT ID NO.

EMAIL ID:

I/We, being the member(s) of \_\_\_\_\_ Shares of Tyroon Tea Company Limited, hereby appoint.

(1) Name: ..... Address: .....

.....

Email ID: ..... Signature: ..... or failing him

(2) Name: ..... Address: .....

.....

Email ID: ..... Signature: ..... or failing him

(3) Name: ..... Address: .....

.....

Email ID: ..... Signature: ..... or failing him

As my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the Annual General Meeting of the Company to be held on Thursday, 26th September, 2019 at 11.00 a.m. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700 017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution Proposed	Please tick(✓)	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of Audited Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended 31st March, 2019.		
2	Re-appointment of Mrs. Indra Jalan, Director, who retire by rotation		
Resolution Number	Resolution Proposed	Please tick(✓)	
		For	Against
<b>Special Business (Special Resolution)</b>			
3	Adoption of New Memorandum of Association		
4	Alteration of Articles of Association		

\_\_\_\_\_  
Member's Signature

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Proxy holder's Signature

Signed this ..... day of .....2019

**Note:**

This Proxy form, in order to be effective, should be duly completed and deposited at the Registered Office of the Company at McLeod House, 3 Netaji Subhas Road, Kolkata -700 001 not less than 48 hours before the commencement of the Meeting.



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TYROON TEA COMPANY LIMITED

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**ANNUAL REPORT AND  
ACCOUNTS 2018 - 2019**

## **BOOK POST**

*If undelivered, please return to :*

**Tyroon Tea Company Limited**

McLeod House  
3, Netaji Subhas Road  
Kolkata-700 001

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