
BIJNI DOOARS TEA COMPANY LIMITED

REPORT AND ACCOUNTS 2016-2017

BIJNI DOOARS TEA COMPANY LIMITED

Managing Director	Surendra Kumar Nahata
Directors	Vijay Kumar Nahata Minnalal Nahata Sumermall Sancheti, Independent Director Nandini Bose, Woman Director Ajay Kumar Anchalia, Independent Director
Auditors	M/s M. C. Jain & Co. Chartered Accountants 33, Brabourne Road, Kolkata – 700 001
Bankers	State Bank of India ICICI Bank Ltd. Citibank N. A.
Agents	M/s Panchiram Nahata 177, Mahatma Gandhi Road Kolkata – 700 007
Location of Estates	1. Kokrajhar Tea Estate P. O. & Dist. Kokrajhar B. T. A. D., Assam – 783 370 2. Chikonmati Tea Estate P. O. Dalgaon, Dist. Darrang Assam – 784 116
Registered Office	“Shantiniketan” 4th Floor, Suite 1 B, 8, Camac Street, Kolkata – 700 017
Registrar	M/s Niche Technologies Pvt. Ltd. D-511, Bagree Market, 5th Floor, 71, B. R. B. Basu Road, Kolkata – 700 001
ISIN No.	INE751C01016
Script Code	12190 (CALCUTTA STOCK EXCHANGE)
C I N	L70109WB1916PLC002698

BIJNI DOOARS TEA COMPANY LIMITED

DIRECTORS' REPORT

Your Directors have pleasure in presenting Annual Report of Bijni Dooars Tea Company Limited along with the audited financial statements for the year ended March 31, 2017.

1. **PLANTATION** : Your Tea Estates continue efforts to step up production and quality standards by adopting improved, scientific methods of cultivation, irrigation, infilling, rejuvenation and new plantation. The total area under Tea cultivation at Chikonmati Tea Estate now stands at 193.26 hectares and that of Kokrajhar Tea Estate at 467.63 hectares.

2. OPERATING RESULTS

	2016-17 (Rs.)	2015-16 (Rs.)
Profit Before Depreciation and Exceptional items	3,47,20,776	4,44,60,892
Depreciation	1,20,28,689	1,22,07,773
Exceptional Items	Nil	Nil
Profit Before Taxation	2,26,92,087	3,22,53,119
Deduct : Provision for Taxation	50,00,000	77,00,000
: Deferred Tax	(11,27,426)	(23,26,863)
Profit after Taxation	1,88,19,513	2,68,79,982
Add : Surplus of last year	29,28,501	39,11,521
Surplus Available	2,17,48,014	3,07,91,503
Appropriation :		
Proposed/Interim Dividend	90,00,000	7,20,00,000
Tax on Proposed/Interim Dividend	7,32,873	58,63,002
Transferred to (from) General Reserve	1,00,00,000	(5,00,00,000)
Balance to next year	20,15,141	29,28,501
Amount Appropriated	2,17,48,014	3,07,91,503

3. **PROSPECT** : Your Company has been able to manufacture. 17,41,402 kgs. of crop as against 15,52,069 kgs. last year from own gardens leaf. Thus during the year under review your gardens were ahead in production by 1,89,333 kgs. in comparison to the last year. Good and quality tea witnessed sharp erosion in prices. In spite of increase in production, lower unit realization resulted in decline in profitability.
4. **DIVIDEND** : The Board is pleased to recommend the distribution of Dividend of Rs. 15.00 (150%) on face value of Rs. 10/- per share for the year ended 31st March, 2017. The dividend tax including surcharge and education cess amounting to Rs. 7,32,873/- shall be payable by the Company on the said dividend.
5. **PROPERTIES** : The properties were regularly visited by the Directors, Officers of the Company and the Tea Research Association as well as by the technical experts of M/s Panchiram Nahata, Agents of the Company.
6. **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS** : Section 186(4) of the Companies Act, 2013 requires disclosure in the financial statements of the full particulars of the loan given, investment made or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient of the loan or guarantee or security. During the year under consideration no fresh loans, guarantees or investments were made by the Company. Details of existing loan which stood in the books of the Company as on 01st April, 2016 and squared up during the year is given in Annexure – E.
7. **FINANCE** : The Company is enjoying a cash credit limit of Rs 176 lacs with State Bank of India at present. The additional requirement of finance during the year was met from short term inter corporate borrowings.
8. **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY** : There are no significant and/or material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company.

9. DIRECTORS AND OTHER KEY MANAGERIAL PERSONNEL

Changes in the composition of the Board of Directors and other Key Managerial Personnel :

Composition of Directors : The Board of the Company consists of 6 Directors, out of which two are Independent Directors, three Non Executive Directors and One Managing Director.

Independent Directors : All independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and the Listing Regulations.

Retirement by rotation

- (a) In terms of Section 152 of the Companies Act, 2013, Sri Minnalal Nahata, Director would retire by rotation at the forthcoming AGM and is eligible for re-appointment. Sri Minnalal Nahata has offered himself for re-appointment.
- (b) In terms of Section 152 of the Companies Act, 2013, Sri Vjay Kumar Nahata, Director would retire by rotation at the forthcoming AGM and is eligible for re-appointment. Sri Vijay Kumar Nahata has offered himself for re-appointment.

Re-appointments/Approvals for Managing Director/Independent/Non Executive Directors : The Members of the Company at their Annual General Meeting held on September 28, 2016 approved the re-appointment of Sri Surendra Kumar Nahata, as Managing Director of the Company for a period of 5 (five) years with effect from 01st January, 2017 whose period of office shall not be liable to determination by retirement of Directors by rotation and also approved the appointment of Sri Ajay Kumar Anchalia as Independent Director of the Company for a period of five years and who shall not be liable to determination by retirement of Directors by rotation.

There was no other appointment or cessation of appointment of key managerial personnel during the financial year.

10. AUDITORS

Statutory Auditors : M/s M. C. Jain & Co., Chartered Accountants have expressed their inability to act as the Statutory Auditors of the Company in terms of Section 139 sub-section (2)(b) of the Companies Act, 2013. Proposal have been received from a Shareholder of the Company to appoint M/s. A. Sethia & Co., Chartered Accountants (Firm Registration No. 328380E) as Statutory Auditors of the Company who have expressed their ability to act in that capacity and they are eligible to be appointed as Statutory Auditors of the Company. Necessary resolution has been incorporated in the Notice of the Annual General Meeting of the Company to be held on 20th September, 2017 for consideration and approval of the Members of the Company.

Secretarial Auditors : Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. V. Gulgulia & Co., Company Secretaries, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as Annexure - B.

The Auditors' Report and the Secretarial Audit Report for the financial year ended 31st March, 2017 do not contain any qualification, reservation, adverse remark or disclaimer.

11. PERSONNEL : The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given below :-

- (a) The ratio of the remuneration of Managing Director to median remuneration of employee of the Company for the financial year :-
Managing Director 25.17 : 1
- (b) The percentage increase in remuneration of Managing Director and Chief Financial Officer during the financial year ended on 31st March, 2017 are 20.30 % & 11.11 % respectively.
- (c) The percentage increase in the median remuneration of employee in the financial year ended on 31st March, 2017 is 8.73 %.
- (d) The number of permanent employees as on 31st March, 2017 is 770.
- (e) The increase in remuneration of the employees is as per standard policy of the Company in respect of all its employees. However, increment in wages and salaries paid to non-executive employees employed at the Tea Estates of the Company are effected as per Industry wise agreements.

(f) None of the employees of the Company including all the Key Managerial Personnel are in receipt of remuneration in excess of one crore and two lakh rupees per annum or eight lakh and fifty thousand rupees per month during the year under report.

12. INTERNAL CONTROL AND ITS ADEQUACY : The Company has adequate internal controls and processes in place with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. These controls and processes are driven through various policies, procedures and certifications. The processes and controls are reviewed periodically. The Company has a mechanism of testing the controls at regular intervals for their design and operating effectiveness to ascertain the reliability and authenticity of financial information.

13. RELATED PARTY TRANSACTIONS : All Related Party Transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulation. There were no materially significant Related Party Transactions made by the Company with Promoters, Directors, Key Managerial Personnel which may have a potential conflict with the interest of the Company at large. The details of material related party transactions at an aggregate level for year ended March 31, 2017 is annexed as Annexure- C.

14. EXTRACT OF ANNUAL RETURN : The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as Annexure-D.

15. CORPORATE SOCIAL RESPONSIBILITY : Refer Annexure - F

16. RISK MANAGEMENT FRAMEWORK : The Company's risk management framework is based on a clear understanding of various risks, disciplined risk assessment and measurement procedures and continuous monitoring. The Board of Directors has oversight on all the risks assumed by the Company.

17. CORPORATE GOVERNANCE

I. **Philosophy of Corporate Governance :** The Company is committed to good Corporate Governance and transparency in all dealings and places emphasis on business ethics, responsibilities conduct, integrity and accountability. The Company acknowledges the right of its shareholders to information on performance of the Company. The Company strives to improve the corporate governance practices to meet stakeholder's expectation and strictly complies with regulatory guidelines on Corporate Governance.

Board of Directors : In terms of the Company's Corporate Governance policy, all statutory and other significant and material information are placed before the Board to enable it to discharge its responsibilities of strategic supervision of the Company and as trustees of stakeholders.

Composition : The Board of Bijni Dooars Tea Company Limited as on 31st March, 2017 consisted of 6 members. Two of them are Independent Directors. The Directors are eminent professionals drawn from amongst persons with experience in business /administration/finance /law.

- o The Directorships held by Directors as mentioned above, do not include Alternate Directorships and Directorships of Foreign Companies, Section 25 Companies and Private Limited Companies.
- o The Company did not have any material pecuniary relationship or transaction with the non-executive directors during the period under review.

Meetings and Attendance : Fifteen Board meetings were held during the year, as against the minimum requirements of four meetings. During the financial year ended 31st March 2017, Board Meetings were held on 18th April, 2016, 14th May, 2016, 23rd May, 2016, 30th May, 2016, 01st August, 2016, 11th August, 2016, 13th August, 2016, 17th September, 2016, 28th September, 2016, 28th October, 2016, 15th November, 2016, 28th December, 2016, 14th February, 2017, 15th February, 2017 and 14th March, 2017

Attendance at Board Meetings and at Annual General Meeting (AGM)

Name of the Directors	Category of Directors	No of Board Meetings attended during the Financial Year	Attendance at Last AGM	No. of other Directorships held (*)
Surendra Kumar Nahata	Managing Director	Fourteen	Yes	Three
Minnalal Nahata	Director	Thirteen	No	Three
Vijay Kumar Nahata	Director	Fourteen	Yes	Four
Sumermall Sancheti	Independent Director	Eleven	Yes	Three
Nandini Bose	Women director	Six	Yes	Four
Ajay Kumar Anchalia	Independent Director	Six	No	Three

II. Audit Committee

Composition : Your Company has an Audit Committee comprising of three Members viz. Sri Surendra Kumar Nahata, Sri Sumermall Sancheti and Smt. Nandini Bose. All of them financially literate and most of them have accounting or related financial management expertise. The Chairman of the Committee is an Independent Director.

Terms of Reference : The Audit Committee provides direction to the audit function and monitors the quality of internal and statutory audit. The responsibilities of the Audit Committee include examining the financial statements and auditors' report and overseeing the financial reporting process to ensure fairness, sufficiency and credibility of financial statements, recommendation of appointment, terms of appointment and removal of statutory auditors and internal auditor and fixation of their remuneration, approval of payment to statutory auditors for other permitted services rendered by them, performance and effectiveness of audit process, review of the quarterly and annual financial statements before submission to the Board, review of the adequacy of internal control systems and the internal audit function, approval of transactions with related parties or any subsequent modifications, review of statement of significant related party transactions.

Attendance : During the financial year ended on 31st March, 2017 meeting of the Audit Committee were held on 23.05.2016, 11.08.2016, 15.11.2016 and 14.02.2017 which were attended by all the above members. Head of Finance and Accounts also attended said meetings as and when invited by the Committee.

III. Remuneration & Nomination Committee

Composition : Your Company has a Remuneration & Nomination Committee comprising of two Independent members, viz. Sarvashree (i) Minnalal Nahata, (ii) Sumermall Sancheti and (iii) Smt. Nandini Bose.

Terms of Reference : The functions of the Committee include recommending appointments of Directors to the Board, identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommending to the Board their appointment and removal, framing an evaluation framework for the evaluation of the performance of the wholtime/independent Directors and the Board, evaluation of performance of every Director, approving the policy for and quantum of bonus payable to the members of the staff including senior management and key managerial personnel, formulating the criteria for determining qualifications, positive attributes and independence of a Director, framing policy on Board diversity.

Attendance : During the financial year ended on 31st March, 2017 meeting of the Remuneration & Nomination Committee were held on 23.05.2016, 11.08.2016, 15.11.2016 and 14.02.2017 which were attended by all the above members.

Performance Evaluation of Board, Committees and Directors : The Company has put in place an evaluation framework for evaluation of the Board and individual Directors. The Board also carries out an evaluation of the working of its Audit Committee, Board Governance, Remuneration & Nomination Committee; the evaluation of the Committees is based on the assessment of the compliance with the terms of reference of the Committees.

IV. General Body Meetings : Location and time, where last three AGMs held:

Financial Year	Date	Time	Place
2013-14	27 th September, 2014	11.00 A.M.	8,CAMAC STREET,4 TH FLOOR, KOLKATA-700 017
2014-15	28 th September, 2015	11.00 A.M.	8,CAMAC STREET,4 TH FLOOR, KOLKATA-700 017
2015-16	28 th September, 2016	11.00 A.M.	8,CAMAC STREET,4 TH FLOOR, KOLKATA-700 017

- V. Dates of Book Closure:** 22nd September, 2016 to 28th September, 2016,
(both days inclusive)
For E Voting-21st September, 2016
- VI. Listing on Stock Exchange:** The Calcutta Stock Exchange Limited
7, Lyons Range, Kolkata- 700 001
- VII. Stock Code:** The Calcutta Stock Exchange Limited – 12190
ISIN No. for the Company's Shares in Demat Form : INE 751C01016
- VIII. Market Price Data :** Monthly high and low price and volume of shares traded on Calcutta Stock Exchange (CSE) :

There were no trading of the equity shares of Bijni Dooars Tea Company Limited for the period from 01/04/2016 to 31/03/2017 at the Calcutta Stock Exchange.

IX. Registrars and Transfer Agents : (Share transfer and communication regarding share certificates, dividends and change of address) M/s. Niche Technologies Pvt. Ltd., D-511 Bagree Market, 5th Floor, 71 B. R. B. Basu Road, Kolkata-700001.

X. Share Transfer System : Share transfers are registered and returned within a period of 15 days from the date of receipt, in case documents are complete in all respects. All share transfers are approved by Director of the Company. No Shareholder grievances were pending at the beginning of the year. No grievances were received during the year under report. Therefore no pending cases were outstanding at the end of the year.

XI. The details of the Special Resolutions passed in the General Meetings held in the previous three years are given below :

General Body Meeting	Day, Date	Resolution
Annual General Meeting	Saturday, September 27, 2014	Nil
Annual General Meeting	Monday, September 28, 2015	Nil
Annual General Meeting	Wednesday, September 28, 2016	Nil

XII. Means of Communication : In compliance with the requirements of the Listing Agreement, the Company regularly intimates un-audited as well as audited financial results to the Calcutta Stock Exchange after the Board takes them on record. Further coverage is given for the benefit of the shareholders and investors by publication of the financial results in the two newspapers circulating in the state of West Bengal.

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

MD/CFO CERTIFICATE

To
The Board of Directors
Bijni Dooars Tea Company Limited

- a) We have reviewed the financial statements and the Cash Flow Statement for the year ended 31st March, 2017 duly audited by M/s M. C. Jain & Co., Chartered Accountants, Kolkata and that to the best of our knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading ;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year could be considered as fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We do accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and that the Audit Committee deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit committee
- i. Significant changes, if any, in the internal control over financial reporting during the year ;
 - II. Significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements ; and
 - III. Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Kolkata, 28th day of July, 2017

D. R. CHINDALIA
Chief Financial Officer

SURENDRA KUMAR NAHATA
Managing Director

AUDITORS' CERTIFICATE OF COMPLIANCES WITH THE CORPORATE GOVERNANCE REQUIREMENT UNDER CLAUSE 49 OF THE LISTING AGREEMENT TO THE MEMBERS OF BIJNI DOOARS TEA COMPANY LIMITED

To
The Members of
Bijni Dooars Tea Company Limited

We have examined the compliance of conditions of Corporate Governance by Bijni Dooars Tea Company Limited for the year ended on 31st March, 2017 as stipulated in Clause 49 of the Listing Agreement of the said Company with The Calcutta Stock Exchange.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the directors and the management, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

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

For **M. C. JAIN & CO.**
Chartered Accountants
ICAI Regn No.304012E

M. K. Patawari
Partner
(M.No.056623)
Kolkata - 700 001
The 28th day of July, 2017.

XIV. Information on Shareholding

Category	No. of Shareholders	% of Total	No. of Shares	% of Total
SHAREHOLDING OF PROMOTOR & PROMOTOR GROUP				
Bodies Corporate	3	0.47	40051	6.68
Individual/Hindu Undivided family	22	3.49	526412	87.73
PUBLIC SHAREHOLDING				
Financial Institution	1	0.16	3	0.00
Others	605	95.88	33534	5.59
TOTAL	631	100.00	600000	100.00

18. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

The particulars in respect of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo are attached and form part of this Report under Annexure-A.

19. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that according to their information :

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

ACKNOWLEDGEMENT

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

For and on behalf of the Board

BIJNI DOOARS TEA COMPANY LIMITED

Surendra Kumar Nahata

(DIN : 00025510)

Managing Director

Minnalal Nahata

(DIN : 00599149)

Sumermall Sancheti

(DIN : 01347669)

Vijay Kumar Nahata

(DIN : 00599189)

Directors

Place : Kolkata

The 28th day of July, 2017

BIJNI DOOARS TEA COMPANY LIMITED

ANNEXURE TO THE DIRECTOR'S REPORT

ANNEXURE -A

[Information given as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended 31st March, 2017]

A. Conservation of Energy	Current Year	Previous Year
1. Electricity		
(a) Purchased		
Units (kwh)	11,37,279	12,45,886
Total Amount (Rs.)	1,00,10,755	1,08,38,938
Rate / Unit (Rs.)	8.80	8.70
(b) Own Generation (H.S.D.)		
i) Through Diesel Generator Units (kwh)	3,85,010	3,39,430
Units per litre of Diesel Oil	2.48	2.50
Cost / Unit (Rs.)	22.31	19.95
ii) Through Steam Turbine / Generator Units	Nil	Nil
2. Coal		
Quantity (Tonnes)	2,384	2,710
Total Cost (Rs.)	1,86,34,601	2,37,49,596
Average Rate (Rs.)	7,815	8,762
3. Furnace Oil		
Quantity (Litres)	914	561
Total Cost (Rs.)	50,393	29,898
Average Rate (Rs.)	55.13	53.29
4. Other / Internal Generation	Nil	Nil
5. Consumption per Unit of Production		
Product	Tea	Tea
Unit	Ton	Ton
Electricity	803	715
Furnace Oil	0.48	0.32
Coal	1,258	1,555
Others	Nil	Nil

B. Technology Absorption:

The Tea Research Association at Tocklai, engaged in research in field and factory levels for improving yield and quality of Tea and the Company, being a member of TRA also applied the result of R&D in field and factory levels.

C. Foreign Exchange Earnings : Nil (Previous Year – Nil)

D. Foreign Exchange Outgo : Nil (Previous Year – Nil)

BIJNI DOOARS TEA COMPANY LIMITED

ANNEXURE - B TO THE DIRECTOR'S REPORT

FORM MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

[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,

BIJNI DOOARS TEA COMPANY LIMITED

(CIN : L70109WB1916PLC002698)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bijni Dooars Tea Company 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 the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31st, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2017 according to the provisions of :

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations (as amended from time to time) 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;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during audit period);
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during audit period);
 - f) The Securities and Exchange Board of India (Registrar 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 audit period);
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during audit period); and
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

vi. Other Laws applicable to the Company namely :

- i. Air (Prevention and Control of Pollution) Act, 1981 and the rules and standards made thereunder.
- ii. Water (Prevention and Control of Pollution) Act, 1974 and Water (Prevention and Control of Pollution) Rules, 1975.
- iii. The Plantations Labour Act, 1951.
- iv. Factories Act, 1948 and allied State Laws.
- v. The Income Tax Act, 1961.
- vi. The Central Excise Act, 1944.
- vii. The Finance Act, 1994.

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

- i. Secretarial Standards on Meetings of the Board of Directors (SS-1) and on General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with the Calcutta Stock Exchange Limited.

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, Independent Directors and a Women Director. 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 and Listing Regulations.

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

Majority decision is carried through, while the dissenting members' views are captured, and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines as also represented by the management.

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

For **V. Gulgulia & Co**
Company Secretaries

Vineeta Gulgulia
(Proprietor)

Place : Kolkata
Date : July 28, 2017

ACS No. : 36867 CP No. : 13743

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

To,
The Members
Bijni Dooars Tea Company Limited
(CIN : L70109WB1916PLC002698)

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure 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 **V. Gulgulia & Co.**
Company Secretaries

Vineeta Gulgulia
(Proprietor)

Place : Kolkata
Date : July 28, 2017

ACS No. : 36867 CP No. : 13743

BIJNI DOOARS TEA COMPANY LIMITED

ANNEXURE - C TO THE DIRECTOR'S REPORT RELATED PARTY TRANSACTIONS

Sl. No.	Nature of Transactions	Relationship	31.03.2017	31.03.2016
1	Commission Paid Panchiram Nahata	Relative	25,26,104	24,21,121
2	Purchase of Tea Plants Eastern Dooars Tea Co. Ltd	Relative	6,27,000	4,32,838
3	Purchase of Stores Eastern Dooars Tea Co. Ltd	Relative	9,47,440	NIL
4	Services Received Eastern Dooars Tea Co. Ltd	Relative	30,26,849	20,55,722
5	Payment of Salaries/ Perquisites/Commission Surendra Kumar Nahata Basant Kumar Nahata	K M P Relative of KMP	12,95,277 NIL	10,76,869 6,26,400
6	Loan taken Finance Exchange (India) Ltd.	Relative	4,30,00,000	80,00,000
7	Loan Repaid Finance Exchange (India) Ltd.	Relative	5,10,00,000	Nil
8	Interest paid Finance Exchange (India) Ltd.	Relative	18,06,640	13,115
9	Payment of Telephone, Electric Charges & Rent Eastern Dooars Tea Co. Ltd. Panchiram Nahata	Relative Relative	NIL 24,800	1,52,942 22,340
10	Reimbursement of Travelling Expenses Panchiram Nahata	Relative	NIL	54,320
11	Reimbursement received for Electric & Office Maintenance Charges Eastern Dooars Tea Co. Ltd.	Relative	59,766	NIL

For and on behalf of the Board

BIJNI DOOARS TEA COMPANY LIMITED

Surendra Kumar Nahata

(DIN : 00025510)

Managing Director

Minnalal Nahata

(DIN : 00599149)

Sumermall Sancheti

(DIN : 01347669)

Vijay Kumar Nahata

(DIN : 00599189)

Directors

Place : Kolkata
The 28th day of July, 2017

BIJNI DOOARS TEA COMPANY LIMITED

ANNEXURE - D TO THE DIRECTOR'S REPORT

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2017

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

I REGISTRATION & OTHER DETAILS:

i	CIN	L70109WB1916PLC002698
ii	Registration Date	24-05-1916
iii	Name of the Company	BIJNI Dooars Tea Company Ltd
iv	Category/Sub-category of the Company	Public Company : Limited By Shares
v	Address of the Registered office & contact details	8, Camac Street, 4th Floor, Shantiniketan Bldg. Kolkata-700017 , Phone : 033 22829303
vi	Whether listed company	YES
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	M/S Niche Technologies Pvt. Ltd., D-511, Bagree Market 5th Floor , 71, B.R.B. BASU Road, Kolkata-700001 Phone - 033 22357271/70

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl. No.	Name & Description of main products/services	"NIC Code of the Product /service"	"% to total turnover of the company"
1	Tea	0100	100%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	NONE				

IV (i) SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	522112	4300	526412	87.74	522112	4300	526412	87.74	-
b) Central Govt.or State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	40051	-	40051	6.67	40051	-	40051	6.67	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)	562163	4300	566463	94.41	562163	4300	566463	94.41	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	562163	4300	566463	94.41	562163	4300	566463	94.41	-
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	360	360	0.06	-	360	360	0.06	-
SUB TOTAL (B)(1):	-	360	360	0.06	-	360	360	0.06	-
(2) Non Institutions									
a) Bodies corporates									
i) Indian	3	-	3	-	3	-	3	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	1279	27770	29049	4.84	1729	27320	29049	4.84	-
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	-	-	-	-	-	-	-	-	-
c) Others (specify)	4,125	-	4,125	0.69	4,125	-	4,125	0.69	-
SUB TOTAL (B)(2):	5407	27770	33177	5.53	5857	27320	33177	5.53	-
Total Public Shareholding (B)= (B)(1)+(B)(2)	5407	28130	33537	5.59	5857	27680	33537	5.59	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	567570	32430	600000	100.00	568020	31980	600000	100.00	-

(ii) Share Holding of Promoters

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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	Aakriti Nahata	23,000	3.83	Nil	23,000	3.83	Nil	-
2	Askaran Sancheti	150	0.03	Nil	150	0.03	Nil	-
3	Bimala Debi Nahata	15,000	2.50	Nil	15,000	2.50	Nil	-
4	Chhotulal Nahata	16,500	2.75	Nil	16,500	2.75	Nil	-
5	Dhanpat Pincha	150	0.03	Nil	150	0.03	Nil	-
6	Indira Debi Nahata	30,000	5.00	Nil	30,000	5.00	Nil	-
7	Jitendra Kumar Nahata	26,687	4.45	Nil	26,687	4.45	Nil	-
8	Jitendra Kumar Nahata	11,034	1.84	Nil	11,034	1.84	Nil	-
9	Jyoti Dugar	600	0.10	Nil	600	0.10	Nil	-
10	Manju Nahata	27,000	4.50	Nil	27,000	4.50	Nil	-
11	Minnalal Nahata	15,300	2.55	Nil	15,300	2.55	Nil	-
12	Minnalal Nahata	15,000	2.50	Nil	15,000	2.50	Nil	-
13	Rashi Nahata	26,706	4.45	Nil	26,706	4.45	Nil	-
14	Sharad Nahata	56,500	9.42	Nil	56,500	9.42	Nil	-
15	Surendra Kumar Nahata	29,065	4.84	Nil	29,065	4.84	Nil	-
16	Surendra Kumar Nahata	7,500	1.25	Nil	7,500	1.25	Nil	-
17	Surya Kanta Nahata	25,500	4.25	Nil	25,500	4.25	Nil	-
18	Vaibhav Nahata	24,100	4.02	Nil	24,100	4.02	Nil	-
19	Vidya Nahata	40,920	6.82	Nil	40,920	6.82	Nil	-
20	Vijay Kumar Nahata	20,050	3.34	Nil	20,050	3.34	Nil	-
21	Vijay Kumar Nahata	63,650	10.61	Nil	63,650	10.61	Nil	-
22	Vikas Nahata	52,000	8.67	Nil	52,000	8.67	Nil	-
23	Nahata Estates Pvt. Ltd.	37,480	6.25	Nil	37,480	6.25	Nil	-
24	Ratan Shree Finvest Pvt. Ltd.	2,400	0.40	Nil	2,400	0.40	Nil	-
25	Vaibh Shree Finvest Pvt. Ltd.	171	0.03	Nil	171	0.03	Nil	-
	TOTAL	566,463	94.41		566,463	94.41		-

(iii) Change in Promoters' Shareholding (Specify if there is no change)

Sl. No.		Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	NO CHANGE				

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

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
1	The Custodian of Enemy Property				
	At the beginning of the year	4,125	0.69	4125	0.69
	Changes	-	-	-	-
	At the end of the year	4,125	0.69	4125	0.69
2	Anupama Roychowdhury				
	At the beginning of the year	1,200	0.20	1200	0.20
	Changes	-	-	-	-
	At the end of the year	1,200	0.20	1200	0.20
3	Nirmal Ranjan Sen				
	At the beginning of the year	390	0.07	390	0.07
	Changes	-	-	-	-
	At the end of the year	390	0.07	390	0.07
4	The Custodian of Enemy Property				
	At the beginning of the year	360	0.06	360	0.06
	Changes	-	-	-	-
	At the end of the year	360	0.06	360	0.06
5	Chandra Kanta Mallick				
	At the beginning of the year	330	0.55	330	0.55
	Changes	-	-	-	-
	At the end of the year	330	0.55	330	0.55
6	Tara Dugar				
	At the beginning of the year	300	0.05	300	0.05
	Changes	-	-	-	-
	At the end of the year	300	0.05	300	0.05
7	Bhupendra Chandra Chakravarty				
	At the beginning of the year	300	0.05	300	0.05
	Changes	-	-	-	-
	At the end of the year	300	0.05	300	0.05
8	Nathumal Agarwalla				
	At the beginning of the year	300	0.05	300	0.05
	Changes	-	-	-	-
	At the end of the year	300	0.05	300	0.05
9	Deba Prasad Bhattacharjee & others				
	At the beginning of the year	300	0.05	300	0.05
	Changes	-	-	-	-
	At the end of the year	300	0.05	300	0.05
10	Jagdish Kumar Dhawan				
	At the beginning of the year	300	0.05	300	0.05
	Changes	-	-	-	-
	At the end of the year	300	0.05	300	0.05

(v) Shareholding of Directors & KMP

Sl. No	Name of the Director	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Sri Surendra Kumar Nahata				
	At the beginning of the year	29,065	4.84	29065	4.84
	Changes	-	-	-	-
	At the end of the year	29,065	4.84	29065	4.84
2	Sri Minnalal Nahata				
	At the beginning of the year	15,300	2.55	15300	2.55
	Changes	-	-	-	-
	At the end of the year	15,300	2.55	15300	2.55
3	Sri Vijay Kumar Nahata				
	At the beginning of the year	63,650	10.61	63650	10.61
	Changes	-	-	-	-
	At the end of the year	63,650	10.61	63650	10.61
4	Sri Sumermall Sancheti				
	At the beginning of the year	-	-	-	-
	Changes	-	-	-	-
	At the end of the year	-	-	-	-
5	Ms Nandini Bose				
	At the beginning of the year	-	-	-	-
	Changes	-	-	-	-
	At the end of the year	-	-	-	-
6	Sri Ajay Kumar Anchalia				
	At the beginning of the year	-	-	-	-
	Changes	-	-	-	-
	At the end of the year	-	-	-	-
Sl. No	Name of the KMP	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
	NIL				

V INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	14,210,229	8,000,000	-	22,210,229
ii) Interest due but not paid	77,462	-	-	77,462
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	14,287,691	8,000,000	-	22,287,691
Change in Indebtedness during the financial year				
Additions	967,599	-	-	967,599
Reduction	(77,462)	(8,000,000)	-	(8,077,462)
Net Change	890,137	(8,000,000)	-	(7,109,863)
Indebtedness at the end of the financial year				
i) Principal Amount	15,177,828	-	-	15,177,828
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	15,177,828	-	-	15,177,828

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Remuneration to Managing Director, Whole time director and/or Manager:

Sl. No	Particulars of Remuneration	Name of the MD	Total Amount
1	Gross salary	Sri Surendra Kumar Nahata	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	528,000	528,000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	523,153	523,153
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission		
	as % of profit	244,124	244,124
	others (specify)	-	-
5	Others, please specify	-	-
	Total (A)	1,295,277	1,295,277
	Ceiling as per the Act	5% of the net profits of the Company calculated as per section 198 of the Companies Act, 2013.	

B Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of the Directors			Total Amount
1	Independent Directors	Sri Sumermall Sancheti	Sri Ajay Kumar Anchalia		
	(a) Fee for attending board committee meetings	15,000	6,000		21,000
	(b) Commission				-
	(c) Others, please specify				-
	Total (1)	15,000	6,000	-	21,000
2	Other Non Executive Directors	Sri Vijay Kumar Nahata	Sri Minnalal Nahata	Smt Nandini Bose	
	(a) Fee for attending board committee meetings	18,000	17,000	10,000	45,000
	(b) Commission				-
	(c) Others, please specify.				-
	Total (2)	18,000	17,000	10,000	45,000
	Total (B)=(1+2)	33,000	23,000	10,000	66,000
	Total Managerial Remuneration				
	Overall Ceiling as per the Act.	1% of the net profits of the Company calculated as per section 198 of the Companies Act, 2013			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD - NIL**VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES - NONE**

For and on behalf of the Board

BIJNI DOOARS TEA COMPANY LIMITED**Surendra Kumar Nahata**

(DIN : 00025510)

*Managing Director***Minnalal Nahata**

(DIN : 00599149)

Sumermall Sancheti

(DIN : 01347669)

Vijay Kumar Nahata

(DIN : 00599189)

Directors

Place : Kolkata

The 28th day of July, 2017

BIJNI DOOARS TEA COMPANY LIMITED

ANNEXURE - E TO THE DIRECTOR'S REPORT

FORM MBP - 2

Register of loans, guarantee, security and acquisition made by the Company
[Pursuant To Section 186(6) & Rule 12(1)]

Nature of transaction	Date of making Loan	Name and Address of the Person or Body Corporate to whom it is made or given or whose securities have been acquired (Listed / Unlisted entities)	Amount of Loan/Security/ Acquisition/ Guarantee	Time period for which it is made/given	Purpose of Loan	% of loan to the paid up Capital, Free Reserves and securities premium account and % of free reserves and securities premium	Date of Passing of Board resolution	Date of passing Special resolution, if required	Rate of interest	Date of maturity
1 LOAN	11.06.2012	3 ASSORTED PLASTICS (P) LTD SHED NO A-14 & B-4 MINI INDUSTRIAL ESTATE, CYCLE FACTORY, KALAPAHAR GUWAHATI-781016	4 1,500,000	5 ON DEMAND	6 Business Purpose	7 0.66	8 07.05.2012	9 N.A	10 16.50%	11 23.06.2016

For and on behalf of the Board

BIJNI DOOARS TEA COMPANY LIMITED

Surendra Kumar Nahata
(DIN : 00025510)

Managing Director

Minnalal Nahata
(DIN : 00599149)

Sumermall Sancheti
(DIN : 01347669)

Vijay Kumar Nahata
(DIN : 00599189)

Directors

Place : Kolkata
The 28th day of July, 2017

BIJNI DOOARS TEA COMPANY LIMITED

ANNEXURE – F TO THE DIRECTOR'S REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

As prescribed under section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken:

As per the CSR policy of the Company, projects/activities would be carried out in the following areas -

- a. **Promoting health care**
- 2. The Composition of the CSR Committee :** Mr. Surendra Kumar Nahata (Managing Director), Mr. Minnalal Nahata (Director) and Mr. Dhanraj Chindalia (Chief Financial Officer)
- 3. Average net profit of the Company for Last three financial years :**
 - (a) 2011-12 to 2013-14 : Rs. 5,43,58,248
 - (b) 2012-13 to 2014-15 : Rs. 5,14,53,767
- 4. Prescribed CSR expenditure (two per cent of the amount as in item 3 above) :**
 - (a) 2011-12 to 2013-14 : Rs. 10,87,165
 - (b) 2012-13 to 2014-15 : Rs. 10,29,075
- 5. Details of CSR spent during the financial year 2016-17 :**
 - a. **Total amount to be spent for the financial year :** Rs. 21,16,240
 - b. **Amount unspent, if any :** Rs. 16,91,240 (Refer note 6)
 - c. **Manner in which the amount spent during the financial year is detailed below :**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the state or district where projects or programs were undertaken	Amount outlay (Budget) Projects or program wise (Rs.) lacs	Amount spent on projects of programs	Overheads (Rs.)	Cumulative expenditure upto the reporting period (Rs.)	Amount spent : Directly or through implementing agency (Rs.)
				Direct expenditure on programs or projects (Rs.) lacs			
1	Promoting healthcare	Health care (1) Other area (2) West Bengal	22,00,000	4,25,000	NIL	4,25,000	NIL

6. In case of the Company has failed to spend 2% of the average net profit of the last three Financial Years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report.

The amount allocated towards CSR activities during financial year 2014-15 and 2015-16 could not be spent out in respective financial years as Company could not find proper project for spending the same. The Company during the financial year 2016-17 had spent a sum of Rs. 4,25,000/- out of the funds allocated for CSR activities for financial year 2014-15. The Company has identified projects for balance amount to be spent on CSR activities which will be spent in financial year 2017-18.

7. The CSR committee of the Company hereby confirms that the implementation and monitoring of CSR policy would be in compliance with CSR objectives and policy of the Company.

28th July, 2017

Dhanraj Chindalia
Chief Financial Officer

Surendra Kumar Nahata
Chairman, CSR Committee

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF *BIJNI DOOARS TEA COMPANY LIMITED*

Report on the Financial Statements

We have audited the accompanying financial statements of **Bijni Dooars Tea Company Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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.

Auditor's Responsibility

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

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

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143 (3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) Subject to non compliance with AS-12 for Accounting of Grants to the extent that grants are accounted on receipt basis, in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017, from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**" to this report.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – refer note 27(a);
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There has been no delay in transferring any amounts to the Investor Education and Protection Fund by the Company during the year.
 - iv) The Company has provided requisite disclosures in the financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the November 8, 2016 of the Ministry of Finance, during the period from November 8, 2016 to December 30, 2016. Based on audit procedures performed and the representations provided to us by the management, we report that the disclosures are in accordance with the books of account maintained by the Company and as produced to us by the Management.

For **M. C. Jain & Co.**
Chartered Accountants
ICAI Reg. No. 304012E
(M. K. PATAWARI)
PARTNER
M. No. 056623
33, Brabourne Road, Kolkata - 700 001
Date : The 28th day of July, 2017

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our report of even date.

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has phased programme for physical verification of all fixed assets, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As informed, no material discrepancies were noticed on such verification.
- (c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statement and according to information and explanation given by the management, the title deeds of immovable properties are held in the name of the company except for leasehold land having gross & net block of Rs. 2104219 & 2104219 respectively as at March 31, 2017 for which title deeds are not in the name of the Company.
- (ii) As explained to us, stock of inventories were physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on such physical verification.
- (iii) In our opinion and according to the information and explanation given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provision of section 185 & 186 of the Companies Act, 2013 in respect of loan grant & investments made. There are no guarantees and securities provided in respect of which provision of section 185 and 186 of the Companies Act, 2013 are applicable and hence not commented upon.
- (v) The Company has not accepted any deposits from the public within the meaning of section 73, 74, 75 and 76 of the Companies Act, 2013 and the rules framed there under to the extent notified.
- (vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 and hence reporting under clause 3(vi) of the Order is not applicable therefore not commented upon.
- (vii) (a) According to the information and explanations given to us and record of the company examined by us, in our opinion the Company is generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, value added tax, cess and any other statutory dues as applicable to it during the year with the appropriate authorities. According to the information and explanations given to us, no undisputed statutory dues were outstanding as at 31st March 2017 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the Company examined by us, following disputed statutory dues have not been deposited on account of dispute:-

Statute	Nature of Dues	Forum where dispute is pending	Amount involved	Period to which related
The W.B. Value Added Tax Act 2003/ The Central Sales Tax Act 1956	VAT	West Bengal Commercial Taxes Appellate & Revisional Board	9575/-	Financial Year 2006-07
The W.B. Value Added Tax Act 2003/ The Central Sales Tax Act 1956	VAT	West Bengal Commercial Taxes Appellate & Revisional Board	161207/-	Financial Year 2007-08
The W.B. Value Added Tax Act 2003/ The Central Sales Tax Act 1956	VAT	West Bengal Commercial Taxes Appellate & Revisional Board	237592/-	Financial Year 2008-09
The W.B. Value Added Tax Act 2003/ The Central Sales Tax Act 1956	VAT	West Bengal Commercial Taxes Appellate & Revisional Board	107395/-	Financial Year 2001-02
The Income Tax Act 1961	Income Tax	Commissioner of Income Tax (Appeals)	98,265/-	Assessment Year-2009-10
The Income Tax Act 1961	Income Tax	Commissioner of Income Tax (Appeals)	54,338/-	Assessment Year-2010-11
The Income Tax Act 1961	Income Tax	Commissioner of Income Tax (Appeals)	1,01,624/-	Assessment Year-2012-13
The Income Tax Act 1961	Income Tax	Commissioner of Income Tax (Appeals)	59,33,370/-	Assessment Year-2013-14
The Income Tax Act 1961	Income Tax	Commissioner of Income Tax (Appeals)	18,88,750/-	Assessment Year-2014-15
The Income Tax Act 1961	Income Tax	Assessing Officer	6,24,700/-	Assessment Year-2015-16

- (viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to banks & financial institution. The company did not have any outstanding dues to government during the year and there were no outstanding debentures.
- (ix) In our opinion and according to the information and explanation given to us, the company has not raised any money by way of initial public offer / further public offer /debt instruments and term loans. Hence, reporting under clause 3(ix) of the Order is not applicable to the company and therefore not commented upon.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanation given by the management, we report that no fraud by the company or on the company by the officers and employees of the company has been noticed or reported during the year nor have been we informed of any such case by the management.
- (xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanation given by the management, we report that the managerial remuneration paid / provided during the year is within the limits specified u/s 197 and no approvals u/s 197 read with schedule V to the Companies Act, 2013 were required.
- (xii) In our opinion, the company is not a Nidhi Company. Therefore the provisions of clause 3(xii) of the Order are not applicable to the company and hence not commented upon.
- (xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanation given by the management, transaction with related parties are in compliance with section 177 & 188 of Companies Act, 2013, wherever applicable, and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to information and explanation given to us, and based on the records of the company examined by us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore provisions of clause 3(xiv) of the Order are not applicable to the company and hence not commented upon.
- (xv) According to information and explanation given to us, and based on the records of the company examined by us, the company has not entered into any non-cash transactions with directors or persons connected with them.
- (xvi) According to information and explanation given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the company.

For **M. C. Jain & Co.**

Chartered Accountants

ICAI Reg. No. 304012E

(M. K. PATAWARI)

PARTNER

M. No. 056623

33, Brabourne Road, Kolkata - 700 001

Date : The 28th day of July, 2017

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 2(f) under "Report on Other Legal and Regulatory Requirements" section of our report of even date.

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 **Bijni Dooars Tea Company Limited** ("the Company") as of 31 March 2017 in conjunction with our audit of the 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 Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, 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.

For **M. C. Jain & Co.**

Chartered Accountants

ICAI Reg. No. 304012E

(M. K. PATAWARI)

PARTNER

M. No. 056623

33, Brabourne Road, Kolkata - 700 001

Date : The 28th day of July, 2017

BIJNI DOOARS TEA COMPANY LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2017

Particulars	Note No.	As at 31.03.2017 Rs.	As at 31.03.2016 Rs.
EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share Capital	2	6,000,000	6,000,000
(b) Reserves and Surplus	3	235,828,853	226,742,213
Non-Current Liabilities			
(a) Deferred Tax Liabilities	4	473,240	1,600,666
Current Liabilities			
(a) Short-Term Borrowings	5	15,177,828	22,287,691
(b) Trade Payables	6	27,056,227	22,489,681
(c) Other Current Liabilities	7	46,228,518	39,085,546
(d) Short-Term Provisions	8	33,686,382	25,656,722
TOTAL		364,451,048	343,862,519
ASSETS			
Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	9	102,299,219	97,615,202
(ii) Capital Work-in-Progress	9	826,380	1,735,785
(b) Non-Current Investments	10	704,201	704,201
(c) Long-Term Loans and Advances	11	938,443	936,843
Current assets			
(a) Current Investment	12	148,942,741	136,955,601
(b) Inventories	13	65,816,332	60,292,579
(c) Trade Receivables	14	27,348,368	32,954,237
(d) Cash and Bank Balances	15	7,715,987	3,646,618
(e) Short-Term Loans and Advances	16	8,148,782	7,270,584
(f) Other Current Assets	17	1,710,595	1,750,869
TOTAL		364,451,048	343,862,519
Significant Accounting Policies	1		
The accompanying notes are an integral part of the Financial Statements	2 to 45		

As per our report on even date

For **M. C. Jain & Co.**
Chartered Accountants
ICAI Regn No. 304012E
(M. K. PATAWARI)
Partner
M. No. 056623
33, Brabourne Road, Kolkata - 700 001
The 28th day of July, 2017

For and on behalf of the Board

Surendra Kumar Nahata
Managing Director
DIN : 00025510

Minnalal Nahata
Director
DIN : 00599149

Vijay Kumar Nahata
Director
DIN : 00599189

Sumermall Sancheti
Director
DIN : 01347669

BIJNI DOOARS TEA COMPANY LIMITED
STATEMENTS OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

Particulars	Note No.	For the year ended 31.03.2017 Rs.	For the year ended 31.03.2016 Rs.
INCOME			
Revenue from Operations (Gross)	18	281,144,212	268,140,246
Less : Excise Duty		-	-
		281,144,212	268,140,246
Other Income	19	5,475,929	9,586,874
Total Revenue		286,620,141	277,727,120
EXPENSES			
Cost of Materials Consumed	20	13,441,022	18,893,580
Changes in Inventories of Finished Goods	21	(2,299,197)	(13,849,881)
Employee Benefits Expense	22	70,732,918	69,342,277
Finance Costs	23	3,705,891	1,725,649
Other Expenses	24	166,318,731	157,154,603
Depreciation and Amortisation Expense	9	12,028,689	12,207,773
Total Expenses		263,928,054	245,474,001
Profit before Exceptional items and taxes		22,692,087	32,253,119
Exceptional items		-	-
Profit before tax		22,692,087	32,253,119
Tax expense :			
(a) Current Tax		5,000,000	7,700,000
(b) Deferred Tax		(1,127,426)	(2,326,863)
Profit after Tax for the year		18,819,513	26,879,982
Earnings per Equity share of Rs.10 each			
(a) Basic		31.37	44.80
(b) Diluted		31.37	44.80
Significant Accounting Policies	1		
The accompanying notes are an integral part of the Financial Statements	2 to 45		

As per our report on even date

For **M. C. Jain & Co.**
Chartered Accountants
ICAI Regn No. 304012E
(M. K. PATAWARI)
Partner
M. No. 056623
33, Brabourne Road, Kolkata - 700 001
The 28th day of July, 2017

For and on behalf of the Board

Surendra Kumar Nahata Managing Director DIN : 00025510	Minnalal Nahata Director DIN : 00599149
Vijay Kumar Nahata Director DIN : 00599189	Sumermall Sancheti Director DIN : 01347669

BIJNI DOOARS TEA COMPANY LIMITED

CASH FLOW STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

DESCRIPTION	Amount in Rs. 2016-2017	Amount in Rs. 2015-2016
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net profit before tax	22,692,087	32,296,246
Adjustments for :		
Depreciation	12,028,689	12,207,773
Profit on sale of fixed assets	-	(68,695)
Profit on sale of investments	-	(1,240,333)
Loss on sale of current investments	112,860	-
Finance cost	3,705,891	1,725,649
Interest received	(3,730,549)	(7,192,810)
Rent received	(187,500)	(110,937)
Dividend received	(24,770)	(38,920)
Operating profit before Working Capital changes :	34,596,708	37,577,973
Adjustments for :		
Trade receivables	5,605,869	(6,405,907)
Short term loans & advances	1,378,221	650,356
Long term loans & advances	(1,600)	10,000
Other current assets	40,274	1,104,732
Inventories	(5,523,753)	(15,791,567)
Trade payables	4,566,546	10,558,123
Other current liabilities	7,142,972	8,346,855
Short term provisions	97,183	3,298,122
Cash generated from operations	47,902,420	39,348,687
Direct taxes paid	(9,056,815)	(12,752,313)
Cash flow before Extraordinary items	-	-
Net Cash from Operating Activities (A)	38,845,605	26,596,374
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed assets / Capital work in progress	(15,803,301)	(6,485,701)
Sale of Fixed assets	-	70,000
Purchase of investments	(16,500,000)	(50,139,070)
Sale proceeds of investments	4,400,000	80,630,382
Interest received	3,730,549	7,192,810
Rent received	187,500	110,937
Dividend received	24,770	38,920
Net Cash from Investing Activities (B)	(23,960,482)	31,418,278

BIJNI DOOARS TEA COMPANY LIMITED

CASH FLOW STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

DESCRIPTION	Amount in Rs. 2016-2017	Amount in Rs. 2015-2016
C. Cash Flow from Financing Activities :		
Proceeds of Short term borrowings	-	8,000,000
Repayment of Short term borrowings	(7,109,863)	(2,603,140)
Finance cost	(3,705,891)	(1,725,649)
Dividend/Dividend tax paid	-	(87,595,877)
Net Cash from Financing Activities (C)	(10,815,754)	(83,924,666)
Net increase in Cash & Cash Equivalents (A+B+C)	4,069,369	(25,910,014)
* Cash & Cash Equivalents (Opening Balance)	3,646,618	29,556,632
* Cash & Cash Equivalents (Closing Balance)	7,715,987	3,646,618
* Represents Cash and Bank Balances as indicated in Note 15		

Note : Cash flow statement has been prepared under the indirect method as set out in Accounting Standard - 3 specified under Section 133 of the Companies Act, 2013.

As per our report on even date

For **M. C. Jain & Co.**
Chartered Accountants
ICAI Regn No. 304012E
(M. K. PATAWARI)
Partner
M. No. 056623
33, Brabourne Road, Kolkata - 700 001
The 28th day of July, 2017

For and on behalf of the Board

Surendra Kumar Nahata <i>Managing Director</i> DIN : 00025510	Minnalal Nahata <i>Director</i> DIN : 00599149
Vijay Kumar Nahata <i>Director</i> DIN : 00599189	Sumermall Sancheti <i>Director</i> DIN : 01347669

BIJNI DOOARS TEA COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

1. SIGNIFICANT ACCOUNTING POLICIES

A) CONVENTION

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

B) USE OF ESTIMATES

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

C) BASIS OF ACCOUNTING

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

D) RECOGNITION OF REVENUE & EXPENSE

Sale is recorded in the accounts on passing of title of the goods at the value excluding Sales Tax. Other Income and expenditure except otherwise stated are accounted for on accrual basis.

E) FIXED ASSET & DEPRECIATION/AMORTIZATION

i) Tangible Fixed Assets

- a) Fixed assets other than those which are revalued are stated at cost less accumulated depreciation and accumulated impairment loss, if any.
- b) Depreciation on tangible fixed assets other than land and tea plantation is provided on the "Written Down Value Method" at the rates determined based on useful lives of respective assets as prescribed in the Schedule II of the Companies Act, 2013.

ii) Intangible Assets

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

iii) Capital work-In-Progress

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

F) INVESTMENTS

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

G) GOVERNMENT GRANTS

Government Grants are recognized in accounts on cash basis. Revenue grants are recognized in the Statement of Profit & Loss. Capital grants relating to specific Tangible/Intangible Assets are reduced from the gross value of the

BIJNI DOOARS TEA COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

respective Tangible/Intangible Assets. Other capital grants in the nature of promoters contribution are credited to Capital Reserve.

H) INVENTORIES

Stock of stores & Spares is valued at cost or net realizable value whichever is lower. Stock of Tea is valued at sale price for stock sold during subsequent period and at estimated market price for unsold stock.

I) EMPLOYMENT BENEFITS

a) Short Term Employees Benefits

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

b) Long Term Employee Benefits

i) Defined Contribution Scheme : This benefit includes contribution to Provident Fund Schemes and Employees Deposit Link Insurance Scheme. The contribution is recognized during the period in which the employee renders service.

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

J) IMPAIRMENT

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

K) TAXES ON INCOME

Current tax is determined on the basis of the amount of tax payable for the year under Income Tax Act, and Agriculture Income Tax of the respective states.

Deferred tax is calculated at the applicable tax rate and is recognized on timing differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period. Deferred tax assets subject to consideration of prudence, are recognized and carried forward only to the extent that there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

L) BORROWING COST

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

M) PROVISIONS, CONTINGENT LIABILITIES & CONTINGENT ASSETS

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

BIJNI DOOARS TEA COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in Rs.)

Note 2 Share capital

	As at 31.03.2017	As at 31.03.2016
Authorised 1000000 Equity shares of Rs.10/- each	10,000,000	10,000,000
Issued, Subscribed and fully paid up 600000 Equity shares of Rs.10/- each	6,000,000	6,000,000
Total	6,000,000	6,000,000

(i) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period :

Particulars	As at 31.03.2017	As at 31.03.2016
Shares outstanding at the beginning of the year	600,000	600,000
Shares outstanding at the end of the year	600,000	600,000

(ii) The Company has only one class of Issued Share i.e. Equity Share having par value of Rs. 10 per share. Each holder of ordinary share is entitled to one vote per share and equal right for dividend. In event of liquidation, the ordinary shareholders are eligible to receive the remaining asset of the Company after payment of all the preferential amounts, in proportion to their shareholding.

(iii) The Company does not have any Holding /Ultimate Holding Company.

(iv) Details of shareholders holding more than 5% shares in the company:

Name of shareholder	As at 31.03.2017		As at 31.03.2016	
	No. of Shares	%	No. of Shares	%
Vidya Nahata	40920	6.82	40920	6.82
Vijay Kumar Nahata	63650	10.61	63650	10.61
Vikas Nahata	52000	8.67	52000	8.67
Sharad Nahata	56500	9.42	56500	9.42
Nahata Estates Pvt. Ltd.	37480	6.25	37480	6.25

BIJNI DOOARS TEA COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

		(Amount in Rs.)	
Note 3 Reserves and Surplus			
Particulars	As at 31.03.2017	As at 31.03.2016	
Capital Reserve			
As per last Financial Statements	3,813,712	3,813,712	
General Reserve			
As per last Financial Statements	220,000,000	270,000,000	
Add / (Less) : Transferred from/(to) P & L Appropriation Account	10,000,000	(50,000,000)	
Closing balance	230,000,000	220,000,000	
Surplus			
As per last Financial Statements	2,928,501	3,911,521	
Add : Profit for the year	18,819,513	26,879,982	
Add : Transferred from General Reserve	-	50,000,000	
Less : Appropriations:			
Interim Dividend	-	72,000,000	
Proposed Dividend	9,000,000	-	
Corporate Dividend Tax	732,873	5,863,002	
General Reserve	10,000,000	-	
Net Surplus	2,015,141	2,928,501	
Total Reserves and Surplus	235,828,853	226,742,213	

Note 4 Deferred Tax Liabilities

Particulars	As at 31.03.2017	As at 31.03.2016
Arising on account of accumulated depreciation	473,240	1,600,666
Total	473,240	1,600,666

Note 5 Short-Term Borrowings

Particulars	As at 31.03.2017	As at 31.03.2016
Secured :		
Cash Credit from State Bank of India	15,177,828	14,149,222
Housing Loan from Assam State Housing Board	-	138,469
Unsecured :		
Loan from related party	-	8,000,000
Total	15,177,828	22,287,691

Security :

- i) Cash Credit from State Bank of India is secured by hypothecation of stock of tea, stores & spares, book debts and other current assets existing and future, Equitable mortgage of immovable property at Kokrajhar & Chikonmati Tea Estates owned by the Company, guarantee of M/s. Panchiram Nahata, Companies Agents and personal guarantee of three directors of the Company.
- ii) Housing Loan from Assam State Housing Board is secured by mortgage of land & labour houses having gross value of Rs. Nil (P. Y. Rs. 8,58,450/-) and is subject to confirmation.

BIJNI DOOARS TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

(Amount in Rs.)

iii) Details of short-term borrowings guaranteed by directors or others:

Particulars	As at 31.03.2017	As at 31.03.2016
Cash Credit From State Bank of India	15,177,828	14,149,222

Note 6 Trade Payables

Particulars	As at 31.03.2017	As at 31.03.2016
Sundry Creditors	27,056,227	22,489,681
Total	27,056,227	22,489,681

Note 7 Other Current Liabilities

Particulars	As at 31.03.2017	As at 31.03.2016
Unclaimed Dividend	4,127,370	1,766,190
Statutory Liabilities	2,630,879	2,819,397
Advance received from Agents	11,530,019	14,349,868
Expense Payable	12,615,250	20,150,091
Security Deposit	325,000	-
Advance against sale of bonds	15,000,000	-
Total	46,228,518	39,085,546

Note 8 Short-Term Provisions

Particulars	As at 31.03.2017	As at 31.03.2016
Provision for Bonus	15,806,117	15,708,934
Provision for Taxation	8,880,265	9,947,788
Proposed Dividend	9,000,000	-
Total	33,686,382	25,656,722

**Note 11 Long -Term Loans and Advances
(Unsecured, considered good)**

Particulars	As at 31.03.2017	As at 31.03.2016
Security Deposit	938,443	936,843
Total	938,443	936,843

BIJNI DOOARS TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01-04-2016	Addition during the year	Less : Sales and / or Adjustment	Total Up to 31-03-2017	Up to 31-03-2016	For the year	Less: Applicable to Assets Sold	Total Up to 31-03-2017	As at 31-03-2017	As at 31-03-2016
TANGIBLE FIXED ASSETS										
Land & Plantation	29,416,538	-	-	29,416,538	-	-	-	-	29,416,538	29,416,538
Machineries	104,388,321	620,793	-	105,009,114	66,850,503	7,126,356	-	73,976,859	31,032,255	37,537,818
Buildings	22,759,637	1,072,070	-	23,831,707	9,485,569	1,311,303	-	10,796,872	13,034,835	13,274,068
Factory Building	13,899,462	-	-	13,899,462	8,871,384	465,144	-	9,336,528	4,562,934	5,028,078
Office Premises	1,948,103	14,007,313	-	15,955,416	1,401,429	1,087,643	-	2,489,072	13,466,344	546,674
New Labour Houses	15,187,848	176,585	-	15,364,433	7,248,255	864,812	-	8,113,067	7,251,366	7,939,593
Electrical Installation	4,035,601	-	-	4,035,601	2,704,883	365,226	-	3,070,109	965,492	1,330,718
Tractors & Trailors	4,446,935	-	-	4,446,935	4,048,013	120,536	-	4,168,549	278,386	398,922
Fencing	746,636	-	-	746,636	597,511	60,915	-	658,426	88,210	149,125
Furniture	2,245,659	-	-	2,245,659	1,609,385	176,099	-	1,785,484	460,175	636,274
Motor Vehicles	4,953,484	729,642	-	5,683,126	3,737,092	380,086	-	4,117,178	1,565,948	1,216,392
Typewriters	57,609	-	-	57,609	55,884	-	-	55,884	1,725	1,725
Computers	984,172	63,001	-	1,047,173	964,346	18,865	-	983,211	63,962	19,826
Electric & Office appliances	1,185,861	43,302	-	1,229,163	1,089,535	51,704	-	1,141,239	87,924	96,326
Deep Tube Well	462,495	-	-	462,495	439,370	-	-	439,370	23,125	23,125
Tangible Fixed Assets	206,718,361	16,712,706	-	223,431,067	109,103,159	12,028,689	-	121,131,848	102,299,219	97,615,202
Capital Work in Process	1,735,785	-	909,405	826,380	-	-	-	-	826,380	1,735,785
Corresponding figures for previous year										
Tangible Fixed Assets	200,994,747	5,944,971	221,357	206,718,361	97,115,438	12,207,773	220,052	109,103,159	97,615,202	103,879,309
Capital Work in Process	1,195,055	1,735,785	1,195,055	1,735,785	-	-	-	-	1,735,785	1,195,055

Note :-

- New Labour Houses includes a sum of Rs. Nil (previous year Rs. 8,58,450) being the cost of labour houses constructed under loan from Assam State Housing Board.
- Plantation includes a sum of Rs. 21,04,219 (previous year Rs. 21,04,219) for the cost of land acquired pending registration.
- Addition to Machineries is after netting of Rs. Nil (Previous year - Rs. 8,25,637/-) on account of subsidy received from Tea Board under Tea Plantation Development Subsidy Scheme.

BIJNI DOOARS TEA COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in Rs.)

Note 10 Non-Current Investments

As at 31.03.2017	As at 31.03.2016	Particulars	As at 31.03.2017	As at 31.03.2016
		Number of Shares/ Government Securities /Bonds/Units		
TRADE INVESTMENT- LONGTERM				
(valued at cost unless otherwise stated)				
Investment in Government Securities				
1	1	In 3% G. P. Notes of face value of Rs. 1700 (Deposited with Central Excise Dept. as Security)	1,572	1,572
Equity Shares in Companies-Quoted				
(Fully Paid up face value of Rs. 10 each unless otherwise stated)				
3,100	3,100	Eastern Dooars Tea Company Ltd.	32,432	32,432
540	540	Tata Motors Ltd. (face value of Rs. 2 each)	3,560	3,560
1,100	1,100	Tourism Finance Corporation of India Ltd.	33,000	33,000
100	100	Hindustan Motors Ltd. (face value of Rs. 5 each)	2,720	2,720
500	500	Indraprastha Gas Ltd.	58,763	58,763
500	500	Tata Chemicals Ltd.	59,750	59,750
1,000	1,000	Steel Authority of India	33,790	33,790
126	126	Oil and Natural Gas Corporation Ltd. (face value of Rs. 5 each)	47,250	47,250
250	250	Oil and Natural Gas Corporation Ltd. (Bonus) (face value of Rs. 5 each)	-	-
188	-	Oil and Natural Gas Corporation Ltd. (Bonus) (face value of Rs. 5 each)	-	-
75	75	Punjab National Bank Ltd. (face value of Rs. 2 each)	5,850	5,850
100	100	Reliance Industries Ltd.	84,712	84,712
100	100	Reliance Industries Ltd. (Bonus)	-	-
400	400	Glenmark Pharmaceuticals Ltd. (face value of Re. 1 each)	49,127	49,127
200	200	Tata Investment Corporation Ltd.	64,570	64,570
100	100	Tata Investment Corporation Ltd. (Bonus)	-	-
100	100	NTPC Limited	6,200	6,200
20	20	Tata Consultancy Services Ltd. (face value of Re. 1 each)	17,000	17,000
60	60	Tata Consultancy Services Ltd. (Bonus - face value of Re. 1 each)	-	-
500	500	IDFC Ltd. (Value decreased pursuant to Scheme of Arrangement with IDFC bank Ltd.)	20,873	20,873
285	285	ICICI Bank Ltd. (face value of Rs. 2 each)	53,580	53,580
17	17	Reliance Power Ltd.	7,310	7,310
10	10	Reliance Power Ltd. (Bonus)	-	-
500	500	IDFC Bank Ltd. (Allotted pursuant to Scheme of Arrangement with IDFC Ltd.)	13,582	13,582
300	300	NMDC Ltd (face value Re. 1 each)	90,000	90,000
1,000	1,000	Cals Refineries Ltd. (face value of Re. 1 each)	-	-
64	64	Engineers India Ltd. (face value of Rs. 5 each)	18,560	18,560
64	-	Engineers India Ltd. (Bonus) (face value of Rs. 5 each)	-	-
Total Non Current Investment			704,201	704,201
Aggregate Book Value of Non Current Quoted Investment			702,629	702,629
Aggregate Book Value of Non Current Unquoted Investment			1,572	1,572
Aggregate Market Value of Non Current Quoted Investment			2,629,133	1,894,218

BIJNI DOOARS TEA COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in Rs.)

Note 12 Current Investments				
As at 31.03.2017	As at 31.03.2016	Particulars	As at 31.03.2017	As at 31.03.2016
Number of Shares/ Government Securities/ Bonds/Units				
CURRENT INVESTMENT (Valued at cost unless otherwise stated)				
Investment in Mutual Fund -Unquoted				
(Fully Paid up face value of Rs. 10 each unless otherwise stated)				
149,500.914	149,500.914	HDFC Cash Management Fund TAP	3,840,663	3,840,663
250,488.028	198,479.662	Birla Sun Life Savings Fund - Growth - Regular Plan	68,048,661	51,548,661
1,778,782.340	1,778,782.340	IDFC Ultra Short Term Fund - Growth - Regular Plan	30,849,600	30,849,600
53,424.585	53,424.585	ICICI Prudential Liquid-Regular Plan Growth	10,237,256	10,237,256
Investment in Bonds - Unquoted				
179	179	10.75% Taxable Bonds of IFCI Ltd. 01 Aug 2026 (face value of Rs. 10,000 each - Interest on Maturity)	1,887,482	1,887,482
20	20	0.00% IFCI 2021 Bonds of IFCI Ltd. 01 Aug 2021 (face value of Rs. 15000 each)	316,686	316,686
5	5	11.90% Taxable Bonds of Dhanlakshmi Bank Ltd. 03 May 2018 (face value of Rs. 10 lacs each)	5,165,293	5,165,293
3	3	11.40% Taxable Bonds The Lakshmi Vilas Bank Ltd. 10 Feb 2018 (face value of Rs. 10 lacs each)	3,109,500	3,109,500
-	4	9.98% Taxable Bonds ICICI Bank 2016 (face value of Rs. 10 lacs each)	-	4,193,100
-	8	0.00% ICICI Bank 2017 Bonds from ICICI Bank Ltd 03 Mar 2017 (maturity value of Rs. 50000 each)	-	319,760
1	1	11.45% Taxable Bond Punjab Infrastructure Development Board 19 Jan 2024 (face value of Rs. 10 lacs each)	1,100,000	1,100,000
12	12	10.75% IDBI Bank Perp 2024 Bonds of IDBI Bank Ltd. 17 Oct 2024 (face value Rs. 1000000 each)	13,197,600	13,197,600
10	10	11.00% BOI 2024 Bonds of Bank of India 8 Aug 2024 (face value Rs. 10 Lacs each)	11,190,000	11,190,000
100	100	8.49% NTPC Limited 25 Mar 2025 (Fixed interest Bonds - pursuant to arrangement - face value of Rs. 12.50 each)	-	-
Total Current Investment			148,942,741	136,955,601
Aggregate Book Value of Current Investment (Unquoted)			148,942,741	136,955,601

BIJNI DOOARS TEA COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in Rs.)

Note 13 Inventories

(As valued & Certified by the Management)

Particulars	As at 31.03.2017	As at 31.03.2016
Finished Goods- Stock of Tea	45,154,557	42,855,360
Stores and Spares	20,661,775	17,437,219
Total	65,816,332	60,292,579

Note 14 Trade Receivables

(Unsecured & Considered Good)

Particulars	As at 31.03.2017	As at 31.03.2016
Outstanding for a period of more than six months from due date.	5,800,782	3,984,674
Others	21,547,586	28,969,563
Total	27,348,368	32,954,237

Note 15 Cash and Bank Balances

Particulars	As at 31.03.2017	As at 31.03.2016
<u>Cash and Cash Equivalents</u>		
Cash in hand	469,965	274,394
Balances with Banks in Current Account :	3,118,652	1,606,034
<u>Other Bank Balances</u>		
Earmarked Balances with Banks (Unpaid Dividend Account)	4,127,370	1,766,190
Total	7,715,987	3,646,618

Note 16 Short- term Loans and Advances

Particulars	As at 31.03.2017	As at 31.03.2016
Loans to Bodies Corporate	-	1,500,000
Balances with Government & Statutory Authorities	291,427	258,510
Advance Tax & TDS	5,409,293	3,152,874
Advance to Suppliers & Contractors	1,937,835	1,656,794
Loan/ Advance to Employee	225,111	122,733
Prepaid Expenses	246,356	532,768
Other Advances	38,760	46,905
Total	8,148,782	7,270,584

BIJNI DOOARS TEA COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in Rs.)

Note 17 Other Current Assets

Particulars	As at 31.03.2017	As at 31.03.2016
Interest accrued but not due	1,470,172	1,640,438
Dividend Receivable	6,440	6,440
Receivable from Agents	49,000	49,000
Interest Receivable	109,982	54,991
Rent Receivable	75,000	-
Total	1,710,594	1,750,869

Note 18 Revenue from operations

Particulars	As at 31.03.2017	As at 31.03.2016
<u>Sale of Products</u>		
Finished Goods- Tea	277,248,620	265,040,223
<u>Other Operating Revenue</u>		
Incentives & Subsidies	3,113,406	2,627,919
Insurance & Other Claims	100,386	17,104
Sale of Seeds	681,800	455,000
Total	281,144,212	268,140,246

Note 19 Other Income

Particulars	As at 31.03.2017	As at 31.03.2016
Interest Income on Bonds	3,619,956	5,399,844
Interest Income on Bank Deposit	-	1,492,511
Interest on Security deposit	54,991	54,991
Interest on Loans	55,602	245,464
Surplus on Sale of Fixed Assets	-	68,695
Net gain on sale of current investment	-	1,240,333
Rent Received	187,500	110,937
Excess provision for bonus in previous year written back	761,318	-
Dividend	24,770	38,920
Miscellaneous income	-	3,684
Liabilities no longer required written back	771,792	931,495
Total	5,475,929	9,586,874

BIJNI DOOARS TEA COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in Rs.)

Note 20 Cost of Materials Consumed

Particulars	As at 31.03.2017	As at 31.03.2016
Opening stock	-	-
Add : Purchases	13,441,022	18,893,580
Less : Closing stock	-	-
	13,441,022	18,893,580
Material consumed comprises :		
Green Tea Leaves	13,441,022	18,893,580
Total	13,441,022	18,893,580

Note 21 Changes in Inventories of Finished Goods

Particulars	As at 31.03.2017	As at 31.03.2016
<u>Inventories at the beginning of the year :</u>		
Finished goods	42,855,360	29,005,479
<u>Inventories at the end of the year :</u>		
Finished goods	45,154,557	42,855,360
Net (Increase) / Decrease	(2,299,197)	(13,849,881)

Note 22 Employee Benefits Expense

Particulars	As at 31.03.2017	As at 31.03.2016
Salaries & Wages	40,205,249	43,241,254
Managing Director's Remuneration	1,295,277	1,076,869
Contributions to Provident & Other Funds	9,174,537	8,628,173
Staff Welfare Expenses	20,057,855	16,395,981
Total	70,732,918	69,342,277

Note 23 Finance Cost

Particulars	As at 31.03.2017	As at 31.03.2016
Interest expense on :		
Bank Borrowings	740,884	1,711,295
Other Loans & Advances	2,965,007	14,354
Total	3,705,891	1,725,649

BIJNI DOOARS TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in Rs.)

Note 24 Other Expenses

Particulars	As at 31.03.2017	As at 31.03.2016
MANUFACTURING EXPENSES		
Cultivation & Plucking	75,335,201	64,778,579
Tea Making	8,330,162	7,271,723
Packing Material Consumed	3,285,455	2,997,135
Power and Fuel	37,352,134	41,525,569
Repairs to Buildings	4,268,915	2,009,015
Transport Expenses	4,134,928	4,137,641
Repairs to Machinery	6,137,371	7,310,282
Cess on Green Leaf	2,983,934	2,775,184
	141,828,100	132,805,128
SELLING & ADMINISTRATION		
Excise Duty	440,063	416,552
Insurance	493,518	521,623
Rent	55,116	53,766
Rates and Taxes	1,014,111	547,803
Freight & Sales Charges	9,215,138	9,570,204
Brokerage & Commission	4,938,585	5,498,153
Commission to Agents	2,526,104	2,421,121
Director Fees	66,000	59,000
Net loss on sale of current investment	112,860	-
Payments to Auditors:		
Statutory Audit Fees	143,750	143,750
Tax Audit Fees	28,750	28,750
Other Services	32,775	32,515
Reimbursement of expenses	6,900	6,840
Miscellaneous Expenses	4,991,961	5,049,398
Expenditure under Corporate Social Responsibility	425,000	-
	24,490,631	24,349,475
Total	166,318,731	157,154,603

BIJNI DOOARS TEA COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

25. Liabilities for interest payable to Assam State Housing Board on loan of Rs. Nil outstanding as at 31. 03. 2017 (Previous year Rs. 61,007/-) has not been provided in view of some disputes.

26. Balance with banks in Current Account includes Rs. 7,37,094 (P. Y. Rs. 7,37,094) which are subject to confirmation from bank.

27. Contingent Liabilities and Commitments (to the extent not provided for)

a) Contingent Liabilities

- i) Disputed West Bengal VAT demand of Rs. 1,07,395 (previous year Rs. 1,07,395) for financial year 2001-02 against which the Company has preferred appeal before West Bengal Commercial Taxes Appellate & Revisional Board.
- ii) Disputed West Bengal VAT demand of Rs. 9,575 (previous year Rs. 9,575) for financial year 2006-07 against which the Company has preferred appeal before West Bengal Commercial Taxes Appellate & Revisional Board.
- iii) Disputed West Bengal VAT demand of Rs. 1,61,207 (previous year Rs. 1,61,207) for financial year 2007-08 against which the Company has preferred appeal before West Bengal Commercial Taxes Appellate & Revisional Board.
- iv) Disputed West Bengal VAT demand of Rs. 2,37,592 (previous year Rs. 2,37,592) for financial year 2008-09 against which the Company has preferred appeal before West Bengal Commercial Taxes Appellate & Revisional Board.
- v) Disputed Income Tax demand of Rs. 98,265 (previous year Rs. 6,55,190) for assessment year 2009-10 against which the Company has preferred appeal before Commissioner of Income Tax (Appeals).
- vi) Disputed Income Tax demand of Rs. 54,338 for assessment year 2010-11 against which the Company has preferred appeal before Commissioner of Income Tax (Appeals).
- vii) Disputed Income Tax demand of Rs. 1,01,624 for assessment year 2012-13 against which the Company has preferred appeal before Commissioner of Income Tax (Appeals).
- viii) Disputed Income Tax demand of Rs. 59,33,770 for assessment year 2013-14 against which the Company has preferred appeal before Commissioner of Income Tax (Appeals).
- ix) Disputed Income Tax demand of Rs. 18,88,750 for assessment year 2014-15 against which the Company has preferred appeal before Commissioner of Income Tax (Appeals).
- x) Disputed Income Tax demand of Rs. 6,24,700 for assessment year 2015-16 against which Company has filed rectification petition before the Assessing Officer.

b) Commitments : Estimated amount of contracts remaining to be executed on capital account (net of advance) and not provided for in the financial statement aggregating - Nil (Previous year Rs. 20,00,000/-).

28. a) Expenses grouped under Other Expenses includes Rs. 6,38,41,185 (Previous year Rs. 6,00,88,613) being expenses towards Employee Benefit Expenses over and above amount disclosed in Note 22 for Employee Benefit Expenses.
- b) Expenses grouped under Other Expenses includes Rs. 5,64,21,464 (Previous year Rs. 5,87,91,220) being the cost of Stores & Spares consumed during the year.

	2016-17	2015-16
29. a) Value of Imports on C.I.F. basis (Capital Goods)	Nil	Nil
b) Expenditure in Foreign Currency	Nil	Nil
c) Earnings in Foreign Currency	Nil	Nil

BIJNI DOOARS TEA COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

- d) Value of Raw Material & Stores consumed :
Raw Material

	<u>Value</u>	<u>%</u>	<u>Value</u>	<u>%</u>
Imported	-	-	-	-
Indigenous	1,34,41,022 *	100	1,88,93,580 *	100
	<u>1,34,41,022</u>	<u>100</u>	<u>1,88,93,580</u>	<u>100</u>
<u>Stores & Spares</u>				
Imported	-	-	-	-
Indigenous	5,64,21,464	100	5,87,91,220	100
	<u>5,64,21,464</u>	<u>100</u>	<u>5,87,91,220</u>	<u>100</u>

*Represents only cost of green leaf purchased by the Company and is exclusive of green leaf plucked at the gardens owned by the Company.

30. Quantitative information in respect of tea manufactured during the year :

	Tea	Tea
	Kg.	Kg.
a) Class of Goods		
b) Unit		
c) Actual Production	18,94,742.0	17,43,307.0
d) Opening Stock of Goods Produced	5,10,822.0	3,52,842.0
e) Complimentary, Sampling & Shortage	17,552.6	12,052.1
f) Sales	19,07,597.4	15,73,274.9
g) Closing Stock of Goods Produced	4,80,414.0	5,10,822.0
h) Raw Materials (Green Leaf Plucked in Garden owned by Company)	74,59,605.0	69,37,963.0
i) Raw Materials (Green Leaf Purchased)	6,81,293.0	8,96,100.0

31. Investment in 3% G. P. Notes of face value of Rs. 1700/- deposited with Central Excise department has matured but payment of the same has not been received.
32. Income Tax assessments are pending for assessment year 2015-16 and onwards.
33. Agriculture Income Tax Assessments are pending for assessment year 2012-13 and onwards.
34. VAT & Central Sales Tax Assessments are pending for financial year 2014-15 and onwards.
35. The Company operates a gratuity plan through the "Bijni Dooars Employee's Gratuity Fund". Every employee is entitled to a benefit equivalent to fifteen days salary last drawn for each completed year of service in line with the Payment of Gratuity Act, 1972. The same is payable at the time of separation from the Company or retirement, whichever is earlier. The benefits vest after five years of continuous service.

The Company has charged Rs. 41,96,004/- (Previous Year Rs. 12,40,922/-) towards gratuity during the year ended 31st March 2017 in the Statement of Profit & Loss.

The detail of fund and plan assets position are as follows.

	<u>2016-17</u>	<u>2015-16</u>
	(Amt. In Rs.)	
i. Reconciliation of opening and closing balances of the present value of the Defined Benefit Obligation		
(a) Present Value of Obligation at beginning of period	2,28,92,822	2,03,12,036
(b) Current Service cost	14,98,695	13,03,784
(c) Interest cost	17,85,640	15,94,495
(d) Actuarial Loss/ (Gains)	33,25,957	87,636
(e) (Benefits paid)	(15,73,658)	(4,05,129)
(f) Present Value of Obligation at the end of year	<u>2,79,29,456</u>	<u>2,28,92,822</u>

BIJNI DOOARS TEA COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

		(Amount in Rs.)	
		2016-17	2015-16
II. Reconciliation of opening and closing balances of the Fair value of the Plan Assets			
(a)	Fair Value of Plan assets at beginning of year	2,60,41,961	2,17,96,968
(b)	Expected Return on Plan Assets	20,83,357	17,43,757
(c)	Actuarial Gain/(Loss)	3,30,931	1,236
(d)	Contributions by Employer	25,73,658	29,05,129
(e)	(Benefits paid)	(15,73,658)	(4,05,129)
(f)	Fair Value of Plan assets at the end of year	2,94,56,249	2,60,41,961
III. Reconciliation of present value of the Defined Benefit Obligation in 'I' above and the fair value of Plan Assets in 'II' above			
(a)	Present Value of Obligation at the end of year	2,79,29,456	2,28,92,822
(b)	Fair Value of Plan assets at the end of year	2,94,56,249	2,60,41,961
(c)	Asset/ (Liability) recognised in the Balance Sheet	15,26,793	31,49,139
(d)	Experience (Gain)/ Loss adjustment on plan liabilities	26,81,605	32,704
(e)	Experience (Gain)/ Loss adjustment on plan assets	3,30,931	1,236
IV. Expense Charged to the Statement of Profit & Loss			
(a)	Current Service cost	14,98,695	13,03,784
(b)	Interest cost	17,85,640	15,94,495
(c)	Expected return on plan assets	(20,83,357)	(17,43,757)
(d)	Actuarial Gain/(Loss)	29,95,026	86,400
(e)	Total expense charged to the Statement of Profit & Loss	41,96,004	12,40,922
V. Percentage of each Category of Plan Assets to total Fair Value of Plan Assets			
		As at 31st March 2017	As at 31st March 2016
(a)	High quality corporate bonds	59.43%	60.74%
(b)	Government (Central & State) securities	16.78%	19.56%
(c)	Special Deposit Scheme	6.00%	6.79%
(d)	Bank Balance	15.45%	1.59%
(e)	Other Investment	2.34%	11.32%
	Total	100.00%	100.00%
		2016-17	2015-16
VI. Actual Return on Plan Assets			
		24,14,288	17,44,993
VI. Principal Actuarial Assumptions			
		31st March 2017	31st March 2016
(a)	Discounting Rate (per annum)	7.30%	7.80%
(b)	Expected Rate of return on Plan Assets (per annum)	8.00%	8.00%
(c)	Salary Escalation	4.00%	4.00%
(d)	Mortality	IALM 06-08 Ultimate	IALM 06-08 Ultimate
(e)	Withdrawal Rate	2.00% p.a	2.00% p.a

BIJNI DOOARS TEA COMPANY LIMITED

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The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The expected rate of return on plan assets is based on the portfolio of assets held, investment strategy and market scenario. In order to protect the capital and optimize returns within acceptable risk parameters, the plan assets are reasonably diversified.

36. As per the requirements of Accounting Standard 28 on "Impairments of Assets" the company has assessed the carrying amount of assets vis a vis their recoverable values and no impairment is envisaged at the balance sheet date.
37. In the opinion of the Board of Directors of the Company, the Current Assets, Loans and Advances have value on realizations, in the ordinary course of business, at least equal to the amount at which they have been stated in the Balance Sheet.
38. There are no micro, small & medium enterprises as defined under The Micro, Small & Medium Enterprise Development Act, 2006 to whom the company owes dues. The above information regarding Micro, Small & Medium Enterprises has been determined 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.
39. The balances of Creditors, Debtors, Other Liabilities and Loans and Advances are subject to confirmation / reconciliation.
40. Earning Per Share

	As at	As at
	<u>31.03.2017</u>	<u>31.03.2016</u>
Net Profit after tax as per Statement of Profit and Loss	1,88,19,513	2,68,79,982
Weighted Average number of Equity Shares	6,00,000	6,00,000
Basic Earning per Share	31.37	44.80
Diluted Earning per Share	31.37	44.80

41. Disclosures of Corporate Social Responsibility expenditure in line with the requirement of Guidance Note on "Accounting for Expenditure on Corporate Social Responsibility Activities".

Particulars	2016-17 (Rs.)	2015-16 (Rs.)
A) Amount of CSR expenditure to be incurred during the year	-	10,29,502
B) CSR expenditure (Revenue Nature) incurred during the year	4,25,000	-

As per section 135 of the Companies Act, 2013 company was required to spend a sum of Rs. 10,90,717/- in FY 2014-15 and a sum of Rs. 10,29,502/- in FY 2015-16 on corporate social responsibility. However the amount allocated towards CSR activities during FY 2014-15 and FY 2015-16 could not be spent out in respective financial years as company could not find proper project for spending the same. The company during the FY 2016-17 has spent a sum of Rs. 4,25,000/- out of funds allocated for CSR activities for FY 2014-15. The company has identified projects for balance amount to be spent on CSR activities which will be spent in FY 2017-18.

42. Segmental Reporting :

The Company's business is production & sale of single product i.e. Tea. The revenues other than sale of tea are either incidental to the business of tea or are of non recurring nature. There are no reportable geographical segments since the Company caters mainly to the needs of Indian Market.

BIJNI DOOARS TEA COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

43. As per Accounting Standard 18, issued by the Institute of Chartered Accountant of India, the disclosures of transaction with related parties as defined in the Accounting Standard are given below :

List of related parties and relationships :

	Name of the related Party
Enterprise in which KMP or their relative are having significant influence (Relative) (with whom Company has transactions)	Eastern Dooars Tea Co. Ltd. Panchiram Nahata Finance Exchange (India) Ltd.
Key Managerial Persons	Surendra Kumar Nahata, Managing Director Minnalal Nahata, Director Vijay Kumar Nahata, Director Nandini Bose, Director
Relative of Key Managerial Persons	Basant Kumar Nahata

Particulars of Transactions during the year ended 31st March, 2017

(Amount in Rs.)

Sl. No.	Nature of Transactions	Relationship	31.03.2017	31.03.2016
1	Commission Paid Panchiram Nahata	Relative	25,26,104	24,21,121
2	Purchase of Tea Plants Eastern Dooars Tea Co. Ltd.	Relative	6,27,000	4,32,838
3	Purchase of Stores Eastern Dooars Tea Co. Ltd.	Relative	9,47,440	Nil
4	Services Received Eastern Dooars Tea Co. Ltd.	Relative	30,26,849	20,55,722
5	Payment of Salaries /Perquisites/Commission Surendra Kumar Nahata Basant Kumar Nahata	K M P Relative of KMP	12,95,277 Nil	10,76,869 6,26,400
6	Loan Taken Finance Exchange (India) Ltd.	Relative	4,30,00,000	80,00,000
7	Loan Repaid Finance Exchange (India) Ltd.	Relative	5,10,00,000	Nil
8	Interest Paid Finance Exchange (India) Ltd.	Relative	18,06,640	13,115
9	Payment of Telephone, Electric Charges & Rent Eastern Dooars Tea Company Ltd. Panchiram Nahata	Relative Relative	Nil 24,800	1,52,942 22,340
10	Reimbursement made for Travelling Expenses Panchiram Nahata	Relative	Nil	54,320
11	Reimbursement received for Electric & Office Maintenance Charges Eastern Dooars Tea Co. Ltd.	Relative	59,766	Nil

BIJNI DOOARS TEA COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

Balance outstanding at the year ended 31st March, 2017

Sl. No.	Nature of Transaction	Relationship	31.03.2017	31.03.2016
1	Commission Payable Panchiram Nahata Surendra Kumar Nahata	Relative Key Management Personnel	24,29,129 2,44,124	26,69,460 3,32,613
2	Creditors Payable Eastern Dooars Tea Co. Ltd.	Relative	41,24,176	26,00,388
3	Electric Charges Payable Panchiram Nahata	Relative	880	860
4	Bonus Payable Basant Kumar Nahata	Relative of KMP	Nil	69,600

44. During the year, the Company had Specified Bank Notes (SBNs) or other denomination notes as defined in the MCA notification, G.S.R. 308(E), dated 31st March 2017. The details of denomination wise SBNs and other notes held and transacted during the period from 8th November, 2016 to 30th December 2016, as per notification are as follows:

Particulars	SBNs	Other Denomination Notes	Total
Closing Cash in Hand as on 08.11.2016	3,027,000.00	937,510.46	3,964,510.46
Add: Permitted Receipts	-	15,155,028.55	15,155,028.55
Less: Permitted Payments	-	(15,348,488.71)	(15,348,488.71)
Less: Amount Deposited in Banks	(3,027,000.00)	(239,000.00)	(3,266,000.00)
Closing Cash in Hand as on 30.12.2016	-	505,050.30	505,050.30

For the purpose of this clause, the term 'Specified Bank Notes' shall have the same meaning as provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated 8th November, 2016.

45. Previous Year's figures have been regrouped/reclassified wherever necessary, to correspond with current year's classification.

As per our report on even date

For **M. C. Jain & Co.**
Chartered Accountants
ICAI Regn No. 304012E
(M. K. PATAWARI)
Partner
M. No. 056623
33, Brabourne Road, Kolkata - 700 001
The 28th day of July, 2017

For and on behalf of the Board

Surendra Kumar Nahata <i>Managing Director</i> DIN : 00025510	Minnalal Nahata <i>Director</i> DIN : 00599149
Vijay Kumar Nahata <i>Director</i> DIN : 00599189	Sumermall Sancheti <i>Director</i> DIN : 01347669