

Teesta Valley Tea Company Limited

CIN : L15491WB1876PLC000347

Board of Directors	Bharat Bajoria <i>Managing Director</i> Abha Bajoria R. K. Dixit Mudit Bajoria
CFO	Bishnu Charan Dalai
Company Secretary	Kavita Choudhary
Auditors	G. Basu & Co. Chartered Accountants 3, Chowringhee Approach Kolkata-700 072
Branch Auditors	B. C. Kundu & Co., Chartered Accountants Faraday House, P-17, Mission Row Extn., Kolkata-700 013.
Banker	ICICI Bank Ltd.
Registered Office	5 & 7, Netaji Subhas Road, Kolkata-700 001
Gardens	Teesta Valley Tea Garden Post Rangli Rangliot Dist : Darjeeling West Bengal - 734226 Gielle Tea Garden Post Rangli Rangliot Dist : Darjeeling West Bengal - 734226
Transfer Registrar & Share Agents	Maheshwari Datamatics Pvt. Ltd. 23, R. N. Mukherjee Road Kolkata - 700001

N O T I C E

Notice is hereby given that the 141st Annual General Meeting of the Members of Teesta Valley Tea Co. Ltd. will be held at "McLeod House" at 3, Netaji Subhas Road, Kolkata: 700 001 on Thursday, the 21st September, 2017 at 11.00 A.M. to transact the following business :-

Ordinary Business :

1. To consider and adopt the Statement of Profit & Loss for the year ended 31st March, 2017, the Balance Sheet as at that date and the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Mudit Bajoria (holding DIN 00015402) who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of M/s. G. Basu & Co., Chartered Accountants, Kolkata (Firm Registration No. 301174E) as approved by the Members at the 138th Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of 143rd Annual General Meeting, and that the Board of Directors be and are hereby authorized to fix their remuneration as recommended by the audit committee.
4. To appoint Branch Auditors and to fix their remuneration.

SPECIAL BUSINESS :

5. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as an ORDINARY RESOLUTION :

"RESOLVED THAT pursuant to the provisions of Sections 196 and 197 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the approval of the Company be and is hereby accorded to the re-appointment of Mr. Bharat Bajoria, as the Managing Director of the Company for a period of five years effective from 1st April, 2017 on the terms and conditions of re-appointment and remuneration as contained in the Letter of Re-appointment, a copy whereof initialed by the Chairman for the purpose of identification is placed before the Meeting."

6. To consider and if thought fit to pass, with or without modifications, the following resolution as SPECIAL RESOLUTION :

RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers), Rules, 2014 as may be amended, from time to time and Articles of Association of the Company, approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors for :

- i. giving any loan to any person or other body corporate including renewal of existing loans.
- ii. giving any guarantee or providing security in connection with a loan to any other body corporate or persons including renewal of existing guarantee Bond and Security and / or
- iii. acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate (including loans or guarantee already given or securities already provided or securities already acquired) upto an amount, the aggregate outstanding of which should not exceed, at any given time, Rs. 25.00 Crore (Rupees Twenty Five Crore) which shall be over and above the limits as specified in section 186(2) of the Companies Act, 2013.

Registered Office :
5 & 7, Netaji Subhas Road,
Kolkata : 700 001
Dated, the 1st August, 2017

By Order of the Board
Teesta Valley Tea Co. Ltd.
Mudit Bajoria
Director
DIN : 006015402

NOTES :

- a) A Member entitled to attend and vote at the Annual General Meeting may appoint a Proxy to attend and vote thereat instead of himself. A Proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Company's Registered Office situated at 5 & 7, Netaji Subhas Road, Kolkata : 700 001 not less than forty-eight hours before the Meeting.

In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- b) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the item of Special Business is annexed hereto.
- c) The Register of Members and Share Transfer Books of the Company will remain closed from 18th, September, 2017 to 21st September, 2017 (both days inclusive).
- d) A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his queries to the Company at least seven days prior to the Meeting so that the required information can be made available at the Meeting.
- e) Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- f) In case of joint holders, attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the meeting.
- g) **Instruction on e-voting :** In compliance with section 108 of the Companies Act 2013, Rule 20 of the Companies (Management and Administration) Rule 2014 and amended and Clause 35B of the Listing Agreement, the company has provided a facility to the members to exercise their votes electronically (remote e-voting) through electronic voting service facility arranged by CDSL. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
- h) The voting rights of the members shall be in proportion to their shares in the paid up equity share capital of the company as on the cutoff date of 14th September, 2017 i.e. the cut off date, are entitled to vote on the Resolutions set forth in this notice.
- i) The members may cast their votes on electronic voting system from a place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Monday 18th September 2017 and will end at 5.00 p.m. on Wednesday 20th September 2017. In addition, the facility for physical voting shall also be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting or through Ballot form, shall be eligible to vote at the AGM. The company has appointed Mr. Babu Lal Patni (FCS-2304) Practising Company Secretary, to act as the Scrutinizer, to scrutinise the entire e-voting process in a fair and transparent manner. The members desiring to vote through remote e-voting are requested to refer to the detailed procedure given as under :
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on the Shareholders.
 - 3) Now, select the "Teesta Valley Tea Co Limited", from the drop down menu and click on "SUBMIT".
 - 4) Now enter your user ID :
 - a) For CDSL – 16 digits beneficiary ID.
 - b) For NSDL – 8 Character DP ID followed by 8 Digits Client ID.
 - c) Members holding shares in physical form should enter folio number registered with the company.

- 5) Next enter the image verification as displayed and click on login.
- 6) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, than your existing password is to be used.
- 7) If you are first time user follow the steps given below :

For Members holding shares in Demat form and physical form	
PAN	<p>Enter your 10 digits alpha –numeric *PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> — Members who have not updated their PAN with the Company/Depository participant are requested to use the first two letters of their name and the 8 digit of the sequence number in the PAN field. — In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Tarun Dutta with the sequence number 1 then enter TA00000001 in the PAN field.
Dividend Bank details or Date of Birth (DOB)	<p>Enter the Dividend Bank details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> — If both the details are not recorded with the depository or company please enter the member id/foilo number in the Dividend Bank Details filed as mentioned in instruction(3).

- 8) After entering these details appropriately, click on "SUBMIT" tab.
- 9) Members holding shares in physical form will then directly reach the company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password filed. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 10) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- 11) Click on the EVSN for the relevant (Teesta Valley Tea Company Limited) on which you choose to vote.
- 12) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 13) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- 14) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK" else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 15) Once your "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- 16) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- 17) If a demat account holder has forgotten the login password the enter the user ID and the image verification code and click on Forgot Password and enter the details as promoted by the system.
- 18) Note for Non-Individual Shareholders and Custodians :
 - a) Non-individual Shareholders (i.e. other than Individuals, HUF,NRI etc.) and Custodian are required to log on to www.evotingindia.com and registered themselves as Corporates.

- b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) After receiving the login details a Compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in the favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 19) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQ) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- i. The notice of annual general meeting will be sent to the members, whose names appear in the register of members/depositories as at closing hours of business on 18th August, 2017.
 - j. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 14th September, 2017. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
 - k. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of annual General Meeting and holding shares as of the cut-off date, i.e., 14th September, 2017, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on helpdesk.evoting@cdslindia.com.
 - l. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, voting through Ballot Form, as well as voting at the Annual General Meeting through polling paper.
 - m. Mr. Babu Lal Patni, Practicing Company Secretary (Membership No. FCS 2304), has been appointed as the Scrutinizer to scrutinize the remote e-voting process (including the Ballot Form received from the Members who do not have access to the remote e-voting process) in a fair and transparent manner.
 - n. At the Annual General Meeting, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting for all those members who are present but have not cast their vote electronically using the remote e-voting facility or Ballot Form.
 - o. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
 - p. The Chairman or a person authorized by him in writing shall declare the result of voting forthwith.
 - q. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.teestavalley.net and on the website of CDSL helpdesk.evoting@cdslindia.com immediately after the result declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to The Calcutta Stock Exchange Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

The term of re-appointment of Mr. Bharat Bajoria as the Managing Director of the Company, subject to the approval of the members at a general meeting for a period of Five years with effect from 1st. April, 2017 on the following principal terms and conditions.

- Period : Five years with effect from 1st. April, 2017
- Remuneration : Salary Rs. 70,000 per month with such revision as the Board may approve from time to time in the salary grade of Rs.10,000
- Perquisites : Gas, electricity, water etc. and telephone at residence will be borne by the Company in accordance with the Rules of the Company, Cost of personal long distance calls, however, will be borne by him.
- Car : Company car with driver under the Company's Scheme applicable for senior executive staff of the Company.
- Medical : Reimbursement of self and family at actual, including cost of medical insurance.
- Club Fees : Reimbursement of Club Subscription/Fees as per applicable Rules of the Company.
- Others : Personal Accident Insurance and other perquisites, which are applicable to senior executive staff of the Company, shall also apply to him.
- Retrial Benefits : Contributions to the Provident Fund, Superannuation/Pension Fund and/or Annuity Fund in accordance with the Rules and Regulations governing the said funds. Gratuity will be payable in accordance with the Rules of the Company and such Gratuity shall not exceed half a month's salary for each completed year of service.
- Minimum
- Remuneration : In the event of loss or inadequacy of profits in any year during the tenure of his office, he shall be paid remuneration as above as minimum remuneration subject to compliance with the legal provisions as may be applicable. Nature of Duties: He shall have substantial power of management subject to the superintendence, control and direction of the Board.
- Other Conditions:
1. He shall not entitled to any sitting fees for attending meetings of the Board or Committees thereof.
 2. Each party has the right of terminating the re-appointment by giving three months' notice on either side.

The aforesaid terms and conditions have been set out in the Company's letter dated 1st. April, 2017, addressed to Mr. Bharat Bajoria.

Pursuant to the provisions of Sections 196 and 197 and any other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013, the re-appointment of Mr. Bharat Bajoria as the managing Director and the terms as to remuneration require the approval of the Members in General Meeting. The above terms as to remuneration have been approved by the Remuneration Committee of the Board at its Meeting held on 1st April, 2017.

None of the Directors and KMP other than Sri Bharat Bajoria and Smt Abha Bajoria are interested in the Resolution.

ITEM NO 6

Pursuant to Section 186(2) of the Companies Act, 2013 (Act) and Rule 11 and 13 of the Companies (Meetings of Board and its Powers) Rules 2014, the Board of Directors is authorized to give loan, guarantee or provide security

in connection with a loan to any person or other body corporate, or acquire by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of any other body corporate, up to an amount, the aggregate of which should not exceed 60% of the paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account of the company, whichever is higher. In case the company exceeds the above mentioned limits then, prior approval of shareholder by way of a Special resolution is required to be obtained.

However, the Company may be required to provide financial assistance/ support by way of giving of loans / guarantees, providing of securities, making of investment in securities in order to expand its business activities and also for optimum utilization of funds. Accordingly, Board of Directors of the Company may be authorized to give loans, guarantees or provide securities or make investments as mentioned above, up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs.25.00 Crore (Rupees Twenty Five Crore only) which shall be over and above the said limits as specified in Section 186(2) of the Act.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

Registered Office :
5 & 7, Netaji Subhas Road,
Kolkata : 700 001
Dated, the 1st August, 2017

By Order of the Board
Teesta Valley Tea Co. Ltd.
Mudit Bajoria
Director
DIN : 00015402

DIRECTORS' REPORT

OF

TEESTA VALLEY TEA COMPANY LIMITED

TO THE MEMBERS

Your Directors have great pleasure in presenting the 141st Annual Report with the Audited Accounts for the year ended 31st March, 2017.

FINANCIAL HIGHLIGHTS & PERFORMANCE

Particulars	2016-17	2015-16
	Rs.	Rs.
Total Revenue	16,40,44,373	15,66,46,665
Total Expenses	15,45,11,450	14,56,54,302
Profit before Extra Ordinary Items, Depreciation & Tax	95,32,923	1,09,92,363
Depreciation	63,09,541	72,31,405
Profit Before Extra Ordinary Items and Tax	32,23,382	37,60,958
Extra Ordinary Items	7,50,236	12,82,057
Profit Before Tax	24,73,146	24,78,901
Tax Expenses – Current Tax	7,25,000	7,50,000
Deferred Tax	(6,10,507)	(8,42,347)
Profit for the year	23,58,653	25,71,248
Balance brought forward from previous year	2,31,08,768	2,10,37,520
Balance available for appropriations	2,54,67,421	2,36,08,768
Dividend	—	—
Tax on Dividend	—	—
Transfer to General Reserve	5,00,000	5,00,000
Balance carried forward	2,49,67,421	2,31,08,768

DIVIDEND

Due to Lower profit and for future safeguard, your Directors do not recommend any dividend for the year ended 31st March, 2017. The dividend on Redeemable Cumulative Preference Shares also not recommend as a company having commitment of Capital Expenditure.

TRANSFER TO RESERVES

The Company proposes to transfer Rs. 5,00,000/- to the General Reserve out of the amount available for appropriation and an amount of Rs. 2,49,67,421/- is proposed to be retained in the Profit & Loss Account.

OPERATIONS

During the year 4,08,112 kgs of tea was manufactured as against 4,51,876 kgs in the previous year. During the year under review, the production of the Company was lower due to unfavourable weather condition as compared to previous year.

CORPORATE SOCIAL RESPONSIBILITY

The two Tea Gardens of the Company in Darjeeling, Teesta Valley and Gielle, are situated in the most beautiful valley of Himalaya, facing Kanchenjunga snow clad peaks. Besides scientifically maintaining over 35 lakh tea bushes on both the gardens, the Company looks after its 2000 workers and staff with zeal and humane outlook. There are nine Primary Schools, four English Medium Nursery Schools and two High Schools to impart proper education to the children of the two gardens. The Estates have 32 beds – well built and well maintained hospital. Two standby Ambulances help serious patients to be moved to Siliguri and Darjeeling for specialized treatment at Company's expenses. There are well maintained 5 cretches where workers' children are kept and looked after and provided with milk and biscuits. The houses of the workers and staff are well maintained with hygienic conditions kept around the labour lines.

Provisions of Section 135 of the Companies Act, 2013 relation to constitution of Corporate Social Responsibility Committee and compulsory expenditure on Corporate Social Responsibility Activities are not applicable to the Company during the year.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors confirm that :

1. In the preparation of the Annual Accounts, the applicable accounting standards have been followed and there has been no material departure.
2. The Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit/loss of the Company for that period.
3. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The Directors had prepared the Annual Accounts on a going concern basis.
5. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
6. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS & KEY MANAGERIAL PERSONNEL

Since the last Report there has been no change in the Board of Directors except Mr. Alope Kumar Roy, who resigned on 20th February 2017. In accordance with the provisions of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Mudit Bajoria will retire by rotation at the forthcoming Annual General Meeting and being eligible, offer herself for re-appointment.

The three year term of appointment of Mr Bharat Bajoria, as the Managing Director had been expired on 31st March, 2017. The Board its meeting held on 1st April 2017 re-appointed as Managing Director for a fresh term of five years with effective from 1st April, 2017. Appropriate Resolutions will be placed before the Members at the ensuing Annual General Meeting seeking their approval to the re-appointment of the Managing Director and the remuneration payable to him.

During the year, the company had three Key Managerial Personnel, being Mr Bharat Bajoria, Managing Director, Miss Kavita Choudhary, Company Secretary and Mr. B. C. Dalai, CFO.

The Independent Directors have submitted their disclosure to the Board that they meet the criteria as stipulated in Section 149 (6) of the Companies Act, 2013.

The Board met eleven times during the year on 10.06.2016, 08.07.2016, 10.08.2016, 17.08.2016, 11.11.2016, 05.12.2016, 18.01.2017, 03.02.2017, 10.02.2017, 20.02.2017 and 06.03.2017. The interval gap between any two Board meetings was within the period prescribed by the Companies Act, 2013.

The Details of the Board meeting and General meeting are given in Annexure -I

BOARD EVALUATION

The Board carried out an annual performance evaluation of its own performance, the Individual directors as well as the working of the Committees of the Board. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the non independent directors was carried out by the independent directors.

AUDIT COMMITTEE

The Audit Committee of the Board as on 31st March 2017 Consisted of Mr. Radhey Kant Dixit, as Chairperson and Mr Mudit Bajoria and Mr Alope Kumar Roy as members. Mrs. Abha Bajoria added as member of committee, since Mr. Alope Kumar Roy had resigned w.e.f. 20th February, 2017.

All the recommendations made the Audit Committee were accepted by the Board.

The Committee met four times during the year on 10.08.2016, 17.08.2016, 11.11.2016 and 10.02.2017

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Board as on 31st March 2017 Consisted of Mr. Mudit Bajoria, as Chairperson and Mr Radhey Kant Dixit and Mrs Abha Bajoria as members.

The Committee met once during the year on 10.06.2016.

SIGNIFICANT AND MATERIAL ORDERS BY REGULATORS

No significant and material orders have been passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operational in the future.

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

The required details are provided in Annexure 'II' annexed to this Report.

DISCLOSURE UNDER RULE 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

There is no employee drawing remuneration in excess of the limits prescribed under Rule 5(2) of The Companies (Appointment) Rules, 2014.

The required details are provided in Annexure 'II' annexed to this Report.

PREVENTION OF INSIDER TRADING :

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

All the Board of Directors and designated employees have confirmed compliance with the Code.

INTERNAL FINANCIAL CONTROLS :

The Company has following systems and processes in place so as to implement effective and robust internal financial controls :

Policies : Key policies are defined, understood and enforced in the organization.

Operating Procedures : Clearly defined, detailed and harmonized procedures have been devised and implemented across the organization.

Behaviour : The culture of compliance with laid down guidelines and procedures is evident through the actions and behavior of individuals and teams.

Clearly defined roles and responsibilities : Roles and responsibilities are clearly defined for each and every employee of the company. It helps the employees in understanding and adhering to the applicable systems and processes.

Further, during the year the company appointed M/s Kshitiz & Company, Chartered Accountants, Kolkata as an Internal Auditor. The firm is authorized to by the Audit Committee to access the adequacy and compliance of internal control process, statutory requirements etc. The Audit Committee met regularly to review reports submitted by the Internal Auditor. The Audit Committee upon discussion with Internal Auditor set up applicable control measures for the Company.

VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

RISK MANAGEMENT POLICY:

Pursuant to section 134(3) (n) of the Companies Act, 2013, the Board of directors of the Company has adopted a Risk management Policy of the Company. The Company manages, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives.

The Company has introduced several improvements to Integrated Enterprise Risk Management, Internal Controls Management and Assurance Frameworks and processes to drive a common integrated view of risks, optimal risk mitigation responses and efficient management of internal control and assurance activities. This integration is enabled by all three being fully aligned across Group wide Risk Management, Internal Control and Internal Audit methodologies and processes.

ISSUE OF SHARES :

During the Financial year ended 31st March, 2017:

- i) The Company has not granted any Employees Stock Option.
- ii) The Company has not issued any Sweat Equity Shares.
- iii) The Company has not issued any equity shares with differential rights.
- iv) The Company has not allotted any bonus shares during the year.

CODE OF CONDUCT:

The Company has a Code of Conduct which is applicable to directors and management personnel of the Company. The Company believes in conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations.

The Code lays down the standard procedure of business conduct which is expected to be followed by the directors and management personnel in their business dealings and in particular on matters relating integrity in the work place, in business practices and complying with applicable laws etc.

All the directors and management personnel have submitted declaration confirming compliance with the code.

DETAILS REGARDING SUBSIDIARIES :

The Company not has any Subsidiaries Company / Associate Companies / Joint Venture during the financial year.

DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

GOING CONCERN STATUS

No significant and material orders have been passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operation in the future.

MATERIAL CHANGES AFTER END OF THE FINANCIAL YEAR

No Material changes and commitments which could affect the financial position of the company have occurred between the end of the last financial year and the date of this Annual Report.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT

The Particulars of loans, guarantees and investment have been disclosed in the financial statements for the year ended on 31st March, 2017.

TRANSACTIONS WITH RELATED PARTIES

All contracts/arrangements/transactions entered by the company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the company had not entered into any contracts/arrangements/transactions with related parties which could be considered material in accordance with the policy of the company on materiality of related party transactions.

Your directors draw attention of the members to Note 24(5) to the financial statement which sets out related party transactions disclosures.

AUDITORS

M/s. G. Basu & Co. Chartered Accountants, Kolkata (Firm Registration No. 301174E) as approved by the members of the 138th Annual General Meeting as Statutory Auditors of the Company to hold office until the conclusion of 143rd Annual General Meeting and are eligible for re-appointment as Auditors. The Company has received confirmation from the firm to the effect that their re-appointment if made would be within the prescribed limit under the Companies Act, 2013 and they are not disqualified for the re-appointment.

BRANCH AUDITORS

M/s B.C. Kundu & Co. Chartered Accountants, retire and are eligible for re-appointment.

AUDITORS REPORT

The observations of the Auditors in their Report are self-explanatory and therefore, need no further explanation. As regards, procedural lapses are concerned, effective steps are being taken to remove those lapses. As regards Gratuity the Company has always treated Gratuity in the accounts on cash basis. Since the value of the Gratuity as on 31.3.2017, does not fully relate to the current year, the Management decided not to provide the value of Gratuity as on 31.3.2017.

SECRETARIAL AUDIT

In terms of the requirement of Section 204 of the Companies Act, 2013 the Secretarial Audit of the Company for the year ended on 31st March 2017 was conducted by Babu Lal Chini, Company Secretary. The Secretarial Auditor's Report is attached to this report as Annexure III and forms part of the Director's Report. As regards, procedural lapses are concerned, effective steps are being taken to remove those lapses.

ANNUAL RETURN

The extract of Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 is attached to this Report as Annexure IV.

PARTICULARS OF EMPLOYEES

The required details are provided in Annexure 'II' annexed to this Report.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

A statement giving details of conservation of energy and technology absorption in accordance with Rule 8 (3) of the Companies (Accounts) Rules, 2014 is attached to this report as Annexure V.

DEMATERIALISATION OF SHARES

Your Company's Shares are tradable compulsorily in electronic form under ISIN No INE 718E01011 and your Company has established connectivity with Central Depository Services (India) Limited (CDSL).

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industrial Structure, Development opportunity and Outflow

We were able to improve upon Tea qualities by undertaking sound agricultural formalities timely. The production of Tea Estates in Darjeeling district as a whole was satisfactory during the year. Due to implementation of better agricultural technology your company was able to achieve higher production. The company has both short-term and long-term vision to keep the tea bushes in good heart by uprooting and replanting the old ones. For which price realization was better than the previous year.

The factories on both the gardens are large, spacious and equipped with the latest-machineries in each department. In fact, our two factories should serve as model tea factories in the Darjeeling District.

With cheerful workers and staff, with beautiful plantation and with excellent factories on both the gardens, the future of the property will continue to remain bright and cheerful.

Risk Concerns and Threats

Your Company has two Tea Plantation unit i.e. Teesta Vally and Geille for producing quality of Teas in this competitive market the Company needs huge capital investments and also for replacement of its existing technology and machines. Though the Company has the comandable market in the Tea Industry, the fluctuation in the Capital Market and current recession leads to lowering the buying capacity of customers may lead to declining in the profits of the Company. Though the Company has a very reputation in the locality and vicinity of the Tea Plantation, a permanent solutions to the disturbance of the Darjeeling and Siliguri area by the Government will definitely works towards the advantage of the Company's performance and revenue.

EMPLOYEE RELATIONS

The Company has a large work force employed on tea estates. The welfare and well being of the workers are monitored closely.

In terms of requirements of Section 4 of the Sexual Harassment of Woman at workplace (Prevention, Prohibition and Redressal) Act, 2013 the company has formed Internal Complaints Committees for its workplaces. During the year, no complaint regarding sexual harassment was received by the said committees.

Your Board of Directors wish to place on record its sincere appreciation for the dedicated services rendered by the executives, staff and workers at all levels for smooth functioning of the tea estates.

5 & 7, Netaji Subhas Road,
Kolkata - 700 001.

Dated : the 1st August , 2017

Bharat Bajoria
Mudit Bajoria

Managing Director
Director

ANNEXURE- I

PARTICULARS OF BOARD MEETINGS HELD DURING THE YEAR ENDED 31ST MARCH, 2017

S.No	Date of Meeting	Bharat Bajoria, M.D.	Abha Bajoria	A K Roy	R K Dixit	Mudit Bajoria
1	10th June 2016	Present	Present	Present	Present	Present
2	08th July 2016	Present	Present	Present	Present	Present
3	10th August 2016	Present	Present	Present	Present	Present
4	17th August 2016	Present	Present	Present	Present	Present
5	11th November 2016	Present	Present	Present	Present	Present
6	5th December 2016	Present	Present	Present	Present	Present
7	18th January 2017	Present	Present	Present	Present	Present
8	03rd February 2017	Present	Present	Present	Present	Present
9	10th February 2017	Present	Present	Present	Present	Present
10	20th February 2017	Present	Present	Resigned	Present	Present
11	06th March 2017	Present	Present	N A	Present	Present

PARTICULARS OF GENERAL MEETINGS HELD DURING THE LAST THREE FINANCIAL YEARS

S.No	Financial Year	Date	Time	Venue
1.	2013-2014	29th September, 2014	11.00A.M.	3,Netaji Subhas Road, Kolkata - 1
2.	2014-2015	29th September, 2015	11.00A.M.	3,Netaji Subhas Road, Kolkata - 1
3.	2015-2016	29th September, 2016	11.00A.M.	3,Netaji Subhas Road, Kolkata - 1

ANNEXURE "II"

INFORMATION PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT,2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES ,2014

- (1) Ratio of the remuneration of each Director/KMP to the median remuneration of all the employees of the Company for the financial year:

Median remuneration of all the employees of the Company For the financial year 2016-2017	Rs. 48,878/-
The percentage increase in the median remuneration of employees in the financial year	2.04%
The number of permanent employees on the rolls of company as on 31 March ,2017	1474

Name of Director	Ratio of remuneration to median remuneration of all employees	% increase in remuneration in the financial year 2016-2017
Executive Directors		
Mr Bharat Bajoria, Managing Director	14.80 : 1	19.88 %
Independent Directors		
Mrs. Abha Bajoria	0.41 : 1	No Increase
Mr. Mudit Bajoria	0.41 : 1	No Increase
Mr Alope Kumar Roy	0.41 : 1	No Increase
Mr Radhey Kant Dixit	0.41 : 1	No Increase

Notes:

- 1) The ratio of remuneration to median remuneration is based on remuneration paid during the period 1st April 2016 to 31st March 2017.

- (2) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration :

Average percentile made in the salaries of employees other than the Key Managerial Personnel in the last financial year i.e. 2016-17 was 2.04% where as the increase made in the Key managerial remuneration for the same financial year was 19.88%.

- (3) Remuneration is as per the remuneration policy of the Company : The remuneration paid during the financial year ended 31st March 2017 is in terms of the Remuneration Policy of the Company

- (4) DISCLOSURE UNDER RULE 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 :

A. List of top 10 Employees :

Name of the Employee	Designation	Remuneration Received* Rs.	Nature of Employment whether contractual or otherwise	Qualification and Experience	Date of commencement of employment	Age (years)	Last employment held before joining the Company	Name of the Director of the Company who is relative
Bharat Bajoria	Managing Director	7,23,000	Employee	B.Sc.	01.06.1990	64	N.A.	Self
B C Dalsi	CFO	3,40,404	Employee	B.Com	13.11.1980	59	N.A.	N.A.
K Chaturvedi	Supd Manager	6,68,725	Employee	B.A.	01.06.1975	71	N.A.	N.A.
Joy Majumdar	Manager Marketing	8,46,000	Employee	B.Sc.	15.06.2002	54	HMP Group	N.A.
Abhishek Dev	Manager	6,93,450	Employee	B.A.	16.02.2004	45	Jayshree Tea & Industries	N.A.
Diman Ghosh	Assistant Manager	5,09,220	Employee	B.Com., Diploma in Tea Management	08.01.2001	45	N.A.	N.A.
B D Hore	Assistant Manager	5,12,325	Employee	B. Com	15.07.2004	43	N.A.	N.A.
Dipak Barfima	Manager	5,56,111	Employee	B.Com	20.09.1978	61	N.A.	N.A.
Suresh Parida	Manager	3,20,004	Employee	B.Com	02.07.1984	58	N.A.	N.A.
A. D. Rozano	Manager	3,16,404	Employee	B.Sc.	06.10.1986	56	N.A.	N.A.

* Remuneration includes salary, allowances, bonus and value of certain perquisites evaluated on the basis of Income Tax Act and Rules.

- B. There is no employee employed throughout the financial year who was in receipt of remuneration in excess of one crore and two lacs rupees per annum.
- C. There is no employee employed for a part of the financial year who was in receipt of remuneration in excess of eight lacs and fifty thousand rupees per month.

ANNEXURE III

**FORM No 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,
Teesta Valley Tea Co Ltd
5 & 7 Netaji Subhas Road
Kolkata-700001

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

Based on my verification of the Teesta Valley Tea Co Ltd'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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 generally complied with the statutory provisions listed hereunder and also the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Teesta Valley Tea Co Ltd ("the 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 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; (Not applicable to the Company during the Audit Period).
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the Audit Period).
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period).
 - f) The Securities and Exchange Board of India (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 the Audit Period).
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period).

vi) The other laws that are applicable and complied by the company are:

- i) The Tea Act, 1953
- ii) Food Safety Standard Act, 2006.
- iii) Plantation Labour Act, 1951

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with Calcutta Stock Exchange.
- iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

1. In some cases the Company has not complied with the provisions of the Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 and the Listing Agreement entered into by the Company with Calcutta Stock Exchange.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in composition of the Board of Directors during the year.

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, if any, are captured and recorded as part of the minutes.

I further report that there are adequate systems and process in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the Audit period there was 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., referred to above. Necessary approval has been received from the Calcutta Stock Exchange for the approval of Scheme of Amalgamation of The Bormah Jan Tea Company (1936) Limited with the Company w.e.f. 01.04.2014. Necessary approval of National Company Law Tribunal is pending for the same.

Place :Kolkata

Dated :28th July, 2017

Name of the Company BABU LAL PATNI

Secretary in practice

FCS No : 2304

C.P.No. : 1321

Note : 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.

'Annexure A'

To,
The Members,
Teesta Valley Tea Co Ltd
5 & 7 Netaji Subhas Road
Kolkata-700001

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I 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. I believe that the processes and practices, I followed provide a reasonable basis of my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules, and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date : 28th July, 2017
Place : Kolkata

Signature :
Babu Lal Patni
Practising Company Secretary
FCS No- 2304
Certificate of Practice Number-1321

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017
 [Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
 (Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS :

- (i) CIN : L15491WB1876PLC000347
- (ii) Registration Date : 20/11/1876
- (iii) Name of the Company : TEESTA VALLEY TEA COMPANY LIMITED
- (iv) Category/Sub-Category of the Company : Company having Share Capital
- (v) Address of the Registered office : 5 & 7, Netaji Subhas Road, Kolkata – 700 001
 And contact details office : Tel. – 033 22483585, 22480313
 : email : accounts@teestavalley.com
 : Website – www.teestavalley.net
- (vi) Whether listed company : Yes
- (vii) Name, Address & contact Details of Registrar & Transfer Agent, if any : Maheshwari Datamatics Pvt Limited
 : 23, R. N. Mukherjee Road Kolkata – 700 001
 : Tel. 033 2243 5029, 2248 2248

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 and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Growing and Manufacturing of Tea	01271,10791	100 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

All the business activities contribution 10% or more of the total turnover of the Company shall be stated.

Sl. No	Name & Address of the Company	CIN/GLN	% of Shares Held	Applicable Section
NOT APPLICABLE				

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

i) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year [as on 01-April-2016] (See Note 1)				No of Shares held at the end of the year [As on 31-March-2017] (See Note 2)				% change during the year
	Demat	Physical	Total	%	Demat	Physical	Total	%	
A. PROMOTERS									
(1) Indian									
a) Individual/HUF	19600	6699	26299	17.53	19600	6699	26299	17.53	0
b) Central Govt									
c) State Govt(s)									
d) Bodies Corporates	0	66264	66264	44.18	0	66264	66264	44.18	0
e) Banks/FI									
f) Any other									
Sub-total (A)(1)	19600	72963	92563	61.71	19600	72963	92563	61.71	0
(2) Foreign									
a) NRIs - Individual	0	0	0	0	0	0	0	0	
b) Other - Individuals	0	0	0	0	0	0	0	0	
c) Bodies Corp.	0	0	0	0	0	0	0	0	
d) Banks/FI	0	0	0	0	0	0	0	0	
e) Any other	0	0	0	0	0	0	0	0	
Sub-total (A)(2)	0	0	0	0	0	0	0	0	
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	19600	72963	92563	61.71	19600	72963	92563	61.71	0
B. PUBLIC SHAREHOLDING									
1. Institutions									
a) Mutual Funds									
b) Banks/FI	3400	643	4043	2.70	3400	643	4043	2.70	0
c) Central Govt.									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FII									
h) Foreign Venture Capital Funds									
i) Other (specify) Overseas Corporate Body									
Sub-total (B)(1)	3400	643	4043	2.70	3400	643	4043	2.70	0
1 Non-Institutions									
a) Bodies Corporates									
i) Indian	0	1089	1089	0.73	0	1089	1089	0.73	0
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1.00 lac	414	45245	45659	30.44	414	45245	45659	30.44	0
ii) Individual shareholders holding nominal share capital in excess of Rs.1.00 lac									
c) Others (Specify) Non Resident Indians Qualified Foreign Investor Custodian of Enemy Property Foreign Nationals Clearing Members Trusts Foreign Bodies-D R	0	6646	6646	4.43	0	6646	6646	4.43	0
Sub-total (B) (2)	3814	53623	57437	38.29	3814	53623	57437	38.29	0
C. SHARES HELD BY CUSTODIAN FOR GDRs & ADRs									
Grand Total (A+B+C)	23414	126586	150000	100	23414	126586	150000	100	0

ii) Shareholding of Promoters

S. No.	Name of Shareholder's	Shareholding at the beginning of the year (See Note 1)			Shareholding at the end of the year (See Note 2)			% change in share holding during the year
		No of Shares	% of total Share	% of share Pledged/ encumbered	No of Shares	% of total Share	% of share Pledged/ encumbered	
1	Bharat Bajoria	21560	14.37	0	21560	14.37	0	0
2	Mohanbari Inv. Co Pvt Ltd	15900	10.60	0	15900	10.60	0	0
3	Zen Industrial Services Ltd	0	0.00	0	0	0.00	0	0
4	Trishul Co Pvt Ltd	11223	7.48	0	11223	7.48	0	0
5	Orlando Holdings Ltd	10457	6.97	0	10457	6.97	0	0
6	Tingamira Tea Seeds Co Ltd	8525	5.68	0	8525	5.68	0	0
7	Teesta Valley Exports Ltd	8000	5.33	0	8000	5.33	0	0
8	Banarhat Investment Co Pvt Ltd	7414	4.94	0	7414	4.94	0	0
9	Abha Bajoria	4739	3.16	0	4739	3.16	0	0
10	The Bormah Jan Tea Co (1936) Ltd	2445	1.63	0	2445	1.63	0	0
11	Agastya Bhartia Beneficiary Trust	2000	1.34	0	2000	1.34	0	0
12	Birdie Trading Pvt. Ltd.	300	0.21	0	300	0.21	0	0
	Total	92563	61.71	0	92563	61.71	0	0

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

S. No.	Category of Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of the total shares of the Company	No. of shares	% of the total shares of the Company
1	Bharat Bajoria	21560	14.37	21560	14.37
2	Abha Bajoria	4739	3.16	4739	3.16
3	Agistya Bhartia Beneficiary Trust	2000	1.34	2000	1.34
4	Birdie Trading Pvt Ltd	300	0.21	300	0.21

iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and holder of GDRs and ADRs)

S. No.	Category of Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of the total shares of the Company	No. of shares	% of the total shares of the Company
1	Sevetilal Anopchand Shah	6000	4.00	6000	4.00
2	IM Pollard Wilson	4000	2.67	4000	2.67
3	United India Insurance Co Ltd	2000	1.33	2000	1.33
4	Kalpana Bewas	2000	1.33	2000	1.33
5	Vinay Chandra	1400	0.93	1400	0.93
6	Mahabir Prasad Shah	1000	0.67	1000	0.67
7	Nutan Chandra	1000	0.67	1000	0.67
8	Tulsi Kumar Banerjee	900	0.60	900	0.60
9	Bahadur Chand Jain	850	0.57	850	0.57
10	Pravin Chandra Narandas	800	0.53	800	0.53

v) Shareholding of Directors and Key Managerial Personnel :

S. No.	Category of Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of the total shares of the Company	No. of shares	% of the total shares of the Company
1	Bharat Bajoria	21560	14.37	21560	14.37
2	Abha Bajoria	4739	3.16	4739	3.16

V. INDEBTNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
1) Principal amount	4,95,10,391	—	—	4,95,10,391
2) Interest due but not paid	NIL	—	—	NIL
3) Interest accrued but not due	NIL	—	—	NIL
Total (1 + 2 + 3)	4,95,10,391	—	—	4,95,10,391
Change in Indebtedness during the financial year				
Addition	7,26,150	—	—	7,26,150
Reduction	3,89,564	—	—	3,89,564
Net Change	3,36,586			3,36,586
Indebtedness at the end of the financial year				
1) Principal amount	4,98,46,977	—	—	4,98,46,977
2) Interest due but not paid	NIL	—	—	NIL
3) Interest accrued but not due	NIL	—	—	NIL
Total (1 + 2 + 3)	4,98,46,977	—	—	4,98,46,977

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to managing Director, Whole-time directors and/or manager			
S. No.	Particulars of Remuneration	Total Amount (in Rs)	
		Mr Bharat Bajoria, M.D.	
1.	Gross Salary		
	a) Salary as per provisions contained in Section 17 (1) of the Income Tax Act, 1961		7,23,600
	b) Value of perquisites u/s 17(2) Income Tax Act, 1961		NIL
	c) Profits in lieu of salary u/s 17(3) Income Tax Act, 1961		NIL
2.	Stock Option		NIL
3.	Sweet Equity		NIL
4.	Commission - % of the profit		NIL
5.	Others		NIL
	Total		7,23,600
	Ceiling as per the Act		

B. Remuneration to other Directors

S. No.	Particulars of Remuneration	Name of Directors				Total Amount (in Rs.)
		A.Bajoria	A K Roy	R K Dixit	M Bajoria	
1.	Independent Directors					
	Fee for attending board meetings	—	20,000	20,000	20,000	60,000
	Fee for attending Committee meetings	—	—	—	—	—
	Commission	—	—	—	—	—
	Others	—	—	—	—	—
	Total (1)	—	20,000	20,000	20,000	60,000
2.	Other Non-Executive Directors					
	Fee for attending board meetings	20,000	—	—	—	20,000
	Fee for attending Committee meetings	—	—	—	—	—
	Commission	—	—	—	—	—
	Others	—	—	—	—	—
	Total (2)	20,000	—	—	—	20,000
	Total Managerial Remuneration (1 + 2)					80,000
	Overall Ceiling as per Act					

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

S. No.	Particulars of Remuneration	Total Amount (in Rs)	
		Mr B.C. Dalai, CFO	Kavita Choudhary C.S.
1.	Gross Salary		
	a) Salary as per provisions contained in Section 17 (1) of the Income Tax Act, 1961	3,40,404	96,000
	b) Value of perquisites u/s 17(2) Income Tax Act, 1961	NIL	NIL
	c) Profits in lieu of salary u/s 17(3) Income Tax Act, 1961	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweet Equity	NIL	NIL
4.	Commission - % of the profit	NIL	NIL
5.	Others	NIL	NIL
	Total	3,40,404	96,000

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give details)
A.	Company Penalty Punishment Compounding		None		
B.	Directors Penalty Punishment Compounding		None		
C.	Other Officers in Default Penalty Punishment Compounding		None		

Place : Kolkata

Dated : 1st August, 2017.

Bharat Bajoria Managing Director

Mudit Bajoria Director

ANNEXURE V

TEESTA VALLEY TEA COMPANY LIMITED ANNEXURE V TO THE DIRECTORS' REPORT

(A) CONSERVATION OF ENERGY

Appropriate steps have been taken for conservation, viz-a-viz improved utilisation of energy by adopting better techniques and replacing old machinery and/or equipment where necessary.

FORM "A"

	31st March, 2017	31st March, 2016
Power and Fuel Consumption		
1. Electricity		
(a) Purchased		
Unit	3,57,101	4,18,934
Total Amount	Rs. 32,29,471	Rs. 34,03,847
Rate/Unit	Rs. 9.04	Rs. 8.13
(b) Own Generator		
i) Through Diesel Generator		
Unit	77,288	87,707
Unit per Litre of Diesel Oil	57.36	54.63
Cost/Unit	Rs. 25.50	Rs. 24.45
ii) Through Steam Turbine Generator		
Units	-	-
Unit/Litre of Fuel Oil/Gas	-	-
2. Coal (Quantity)	721.10 MT	746.15 MT
Total Cost	Rs. 59,81,254	Rs. 68,77,394
Average Rate	Rs. 8,295	Rs. 9,217
3. Furnace Oil		
Quantity (K.Lts.)	-	-
Total Amount	Rs. -	Rs. -
Average Rate	Rs. -	Rs. -
4. Other/Internal Generation		
Quantity	-	-
Total Cost	-	-
Average Rate/Unit	-	-
5. Consumption per unit of Production		
Products : TEA		
Production (Kgs.)	4,08,112	4,51,876
Electricity	1.06	1.12
Furnace Oil	-	-
Coal	1.77	1.65
Others	-	-

TEESTA VALLEY TEA COMPANY LIMITED

FORM "B"

(A) RESEARCH AND DEVELOPMENT (R & D)

- | | |
|--|-----|
| 1. Specific areas in which R & D carried out by the Company | Nil |
| 2. Benefits derived as a result of the R & D | Nil |
| 3. Future Plan of Action | Nil |
| 4. Expenditure on R & D | |
| a) Capital | Nil |
| b) Recurring | Nil |
| c) Total | Nil |
| d) Total R & D expenditure as a percentage of total turnover | Nil |

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

- | | |
|---|---|
| 1. Efforts, in brief, made towards technology absorption, adaptation and innovation. | Nil |
| 2. Benefits derived as a result of the above efforts e.g. product improvement, cost reduction, product development, import substitution. | Nil |
| 3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished :- | Nil |
| a) Technology imported | Nil |
| b) Year of import | Nil |
| c) Has technology been fully absorbed ? | Nil |
| d) If not fully absorbed, area where has not taken place, reasons therefore, and future plans of action. | The Company subscribes to Tea Research Association within the meaning of Section 35(1) of the Income Tax Act. |

FOREIGN EXCHANGE EARNINGS AND OUTGO

- | | |
|---|---------|
| a) Activities relating to exports, initiative taken to increase exports. | |
| b) Development of new export markets for product and services and export plan | |
| c) Total foreign exchange used and earned | |
| Foreign exchange used | Rs. NIL |
| Foreign exchange earned | Rs. NIL |

Independent Auditor's Report on the Financial Statements

To,

The Members of Teesta Valley Tea Company Limited

1. Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Teesta Valley Tea Company Limited ("the Company"), which comprise the balance sheet as at 31st March, 2017, the statement of profit and loss, the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

2. Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of 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.

3. Auditor's Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and 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. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

4. Basic of Qualified Opinion

Neither any provision has been made against liabilities on account of gratuity nor the same have been determined. This is not in continuity with AS-15 (revised). The impacts thereof are not readily ascertainable.

5. Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for possible effects of the matter specified in 4 above the aforesaid standalone financial statements give the

information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its profit and its cash flows for the year ended on that date.

6. Report on other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure 2 a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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 purpose of our audit;
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c. The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 except for treatment of gratuity referred to in "4" above.
- 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. Our separate report on adequacy of internal financial control system and operating effectiveness of such controls is enclosed in Annexure - I.
- 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 24 (B) (9) (a) to the financial statements.
 - II. The Company did not have any long-term contract including derivative contract which may lead to any foreseeable loss.
 - III. There has been no amount, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - IV. The Company has provided requisite disclosure in its financial statements as to holding as well as dealing in Specified Bank Notes during the period 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintain by the Company.

For G. BASU & CO.
Chartered Accountants
Firm Reg. No. 301174E
GAUTAM GUHA
Partner
Membership No. 054702

Place : Kolkata

Dated : The 1st day of August, 2017

Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act") Annexure :- 1

We have audited the internal financial controls over financial reporting of Teesta Valley Tea Company Limited ("the Company") as of 31st March, 2017 in conjunction with our audit of the standalone 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. 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 judgement, 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the 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 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place : Kolkata

Dated : The 1st day of August, 2017

For G. BASU & CO.
Chartered Accountants
Firm Reg. No. 301174E
GAUTAM GUHA
Partner
Membership No.
054702

Annexure to the Auditor's Report as per Companies (Auditor's Report) Order, 2016 – Annexure 2

1. a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b. The fixed assets have been physically verified by the management at reasonable intervals. As informed, no material discrepancies between book records and the physical inventories have been noticed on such verification.
2. a. The inventories have been physically verified at reasonable intervals during the year by management.
- b. The procedure of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c. On the basis of our examination of the records of inventory, we are of the opinion that the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and book records were not material and have been properly dealt with in books of accounts.
3. The Company has not granted any loans, secured or unsecured to companies, firms, or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
4. The Company has neither given any loan nor made any investment during the year. However, Company has renewed a guarantee of Rs.12 Crores in respect of which in our opinion, provisions of Section 185 of Act does not seem to have been infringed.
5. The Company has not accepted any deposits from public within the meaning of Section 73 to 76 of the Act and the Rules framed thereunder to the extent modified.
6. On the basis of records produced we are of the opinion that prima facie cost records and accounts prescribed by the Central Government under sub section (1) of Section 148 of the Companies Act, 2013 in respect of products of the company covered under the rules under said section have been made and maintained. However we are neither required to carry out nor have carried out any detailed examination of such accounts and records.
7. a. According to information and explanations given to us, 'the company' is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other statutory dues to the extent applicable to it. According to the information and explanations given to us, the arrears of labour welfare fund dues as at 31st March, 2017 for a period of more than six months from the day they became payable amounted to Rs.1,50,926/- (Previous Year Rs. 1,41,608/-).
- b. The dues on account on Sales Tax, Income Tax, Excise Duty, Provident Fund, Service Tax, Wealth Tax, Value Added Tax and Cess disputed by the company and not being paid, vis-a-vis forums where such disputes are pending are mentioned below :-

Name of the Statute	Nature of dues	Period	Amount	Forum where Pending
Income Tax Act, 1961	Short Deposit of TDS	1993-1994	1,23,568/-	Income Tax Officer (TDS)
Income Tax Act, 1961	Assessment Dues	2013-2014	35,35,348/-	CIT (Appeal)
Income Tax Act, 1961	Assessment Dues	2014-2015	2,68,030/-	CIT (Appeal)
Agriculture Income Tax	AGIT	1975-1976	80,339/-	Assessing Officer
Provident Fund	Damages charges U/s 14B	1996-1997 to 2013-2014	18,29,373/-	Calcutta High Court

8. Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that 'the company' has not defaulted in repayment of dues to any bank or government. Company has no debenture holder or any financial institution borrowing during the year.
9. Term loan has been obtained during the year and proceeds thereon being utilized for the specified purpose. No money was raised by way of public offer (including debt instruments) during the year by the Company.
10. No fraud has been noticed or reported on or by 'the company' during the year.
11. Managerial Remuneration have been paid in due adherence of provisions of Section 197 read with Schedule-V of the Companies Act, 2013.
12. The company is not a Nidhi a company accordingly paragraph 3 (xii) of the order is not applicable.
13. All the transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 and the details of related parties transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. The Company has not entered into any non-cash transactions with directors or person connected with them.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place : Kolkata

Dated : The 1st day of August, 2017

For G. BASU & CO.
Chartered Accountants
Firm Reg. No. 301174E
GAUTAM GUHA
Partner
Membership No. 054702

STATEMENT OF ACCOUNTS

TEESTA VALLEY TEA COMPANY LIMITED
5&7, Netaji Subhas Road Kolkata - 700 001
Balance Sheet as at 31st March, 2017

	Note	As at 31st March, 2017 Rs.	As at 31st March, 2016 Rs.
I EQUITY AND LIABILITIES			
1. Share Holders' Funds			
(a) Share Capital	1	1,77,00,000	1,77,00,000
(b) Reserves and Surplus	2	3,14,67,421	2,91,08,768
2. Share Application money pending allotment			
		—	—
3. Non-current liabilities			
(a) Long Term Borrowings	3	4,63,800	—
(b) Net Deferred Tax Liabilities (Depreciation)		—	—
(c) Long Term Provisions	4	—	—
4. Current Liabilities			
(a) Short Term Borrowings	5	4,91,20,827	4,95,10,391
(b) Trade Payables	6	1,16,73,825	71,97,836
(c) Other Current Liabilities	7	2,12,08,088	2,42,60,025
(d) Short Term Provisions	8	11,16,924	6,27,733
Total		<u>13,27,50,885</u>	<u>12,84,04,753</u>
II ASSETS			
1. Non-current Assets			
(a) Fixed Assets	9		
i) Tangible Assets		8,32,33,821	7,34,96,513
ii) Intangible Assets		2,73,921	3,68,421
(b) Non-Current Investments	10	3,600	3,600
(c) Long Term Loans and Advances	11	29,25,466	46,03,997
(d) Other Non Current Assets	12	2,38,568	1,73,568
(e) Net Deferred Tax Assets (Depreciation)		22,57,408	16,46,901
2. Current Assets			
(a) Inventories	13	2,95,76,967	3,58,27,883
(b) Trade Receivables	14	49,22,071	39,82,934
(c) Cash and Cash Equivalents	15	39,31,091	54,71,170
(d) Short Term Loans and Advances	16	49,85,446	24,27,705
(e) Other Current Assets	17	4,02,526	4,02,061
Significant Accounting Policies & Notes to Accounts	24		
Total		<u>13,27,50,885</u>	<u>12,84,04,753</u>

This is the Balance Sheet referred to in our report of even date.
The Notes are an integral part of these Financial Statements.

For and on behalf of the Board of Directors

For G. BASU & CO,
Chartered Accountants
Firm Reg. No. 301174E
GAUTAM GUHA
Partner
Membership No. 054702

BHARAT BAJORIA *Managing Director*
MUDIT BAJORIA *Director*
B. C. DALAI *CFO*
KAVITA CHOUDHARY *Company Secretary*

Dated : The 1st August, 2017

TEESTA VALLEY TEA COMPANY LIMITED
5&7, Netaji Subhas Road Kolkata - 700 001
Profit & Loss Statement for the year ended 31st March, 2017

	Note	31st March, 2017 Rs.	31st March, 2016 Rs.
INCOME			
Revenue from Operations	18	16,37,42,978	15,64,47,470
Other Income	19	3,01,395	1,99,195
Total Revenue		<u>16,40,44,373</u>	<u>15,66,46,665</u>
EXPENSES			
Change in Inventories of Finished Goods	20	68,94,325	(1,22,53,600)
Employees Benefits Expenses	21	9,83,11,753	10,37,43,031
Finance Costs	22	52,37,725	55,08,212
Depreciation & Amortisation Expenses	9	63,09,541	72,31,405
Other Expenses	23	4,40,67,648	4,86,56,658
Total Expenses		<u>16,08,20,991</u>	<u>15,28,85,707</u>
Profit before Exceptional & Extra Ordinary items		32,23,382	37,60,958
Exceptional Items		(7,50,236)	(12,82,057)
Extra Ordinary items		—	—
Profit before Tax		24,73,146	24,78,901
Tax Expenses :			
Income Tax		2,25,000	3,25,000
Agricultural Income Tax		5,00,000	4,25,000
Deferred Tax (Depreciation)		(6,10,507)	(8,42,347)
Profit / (Loss) for the year		<u>23,58,653</u>	<u>25,71,248</u>
Earning per Equity share			
Before Exceptional Items (Basic & diluted)		21.49	25.07
After Exceptional Ordinary Items (Basic & diluted)		15.72	17.14
Significant Accounting Policies & Notes to Accounts	24		

This is the Profit & Loss Statement referred to in our report of even date.

The Notes are an integral part of these Financial Statements.

For and on behalf of the Board of Directors

For G. BASU & CO.
Chartered Accountants
Firm Reg. No. 301174E
GAUTAM GUHA
Partner
Membership No. 054702

BHARAT BAJORIA
MUDIT BAJORIA
Managing Director
Director
B. C. DALAI
KAVITA CHOUDHARY
CFO
Company Secretary

Dated : The 1st August, 2017

TEESTA VALLEY TEA COMPANY LIMITED

Annexed to and forming part of the Balance Sheet

	31st March, 2017 Rs.	31st March, 2016 Rs.
1 SHARE CAPITAL		
Authorised Capital		
5,00,000 (P.Y. 5,00,000) Equity Shares of Rs. 10/- each	50,00,000	50,00,000
1,75,000 (P.Y. 1,75,000) 6% Redeemable Cumulative Preference Shares of Rs. 100/- each	<u>1,75,00,000</u>	<u>1,75,00,000</u>
	<u>2,25,00,000</u>	<u>2,25,00,000</u>
Issued, Subscribed & Fully Paid up		
1,50,000 (P. Y. 1,50,000) Equity Shares of Rs. 10/- each fully paid-up	15,00,000	15,00,000
Details of Equity Shares held by shareholders holding more than 5% of the equity shares in the Company	No. of Shares (% of holding)	No. of Shares (% of holding)
Bharat Bajoria, Managing Director	21560 (14.37%)	21560 (14.37%)
Mohanbari Investment Co. Pvt. Ltd.	15900 (10.60%)	15900 (10.60%)
Zen Industrial Services Ltd.	14152 (9.43%)	14152 (9.43%)
Trishul Company Pvt. Ltd.	11223 (7.48%)	11223 (7.48%)
Orlando Holdings Ltd.	10457 (6.97%)	10457 (6.97%)
Tingamira Tea Seeds Co. Ltd.	8525 (5.68%)	8525 (5.68%)
Teesta Valley Exports Ltd.	8000 (5.33%)	8000 (5.33%)
1,62,000 (P.Y. 1,62,000) 6% Redeemable Cumulative Preference Shares of Rs. 100/- each	1,62,00,000	1,62,00,000
(a) 6% Redeemable Cumulative Preference Shares are redeemable any time after expiry of five years and before expiry of twenty years. Respective date of allotment of Preference Shares numbering 50000, 50000, 25000 and 37000 were 26.03.2002, 12.03.2005, 27.03.2007 and 20.03.2009.		
(b) Details of Preference Shares held by shareholders holding more than 5%	No. of Shares (% of holding)	No. of Shares (% of holding)
Abha Bajoria - Director	71,000 (43.83%)	71,000 (43.83%)
Bharat Bajoria - Managing Director	47,000 (29.01%)	47,000 (29.01%)
Agastya Bhartia Beneficiary Trust	10,000 (6.17%)	10,000 (6.17%)
S. L. Bajoria & Others HUF	30,000 (18.52%)	30,000 (18.52%)
Foot Note : 1. Right Preference Repayability & restriction if any on :		
a) Shares (Equity & Preference) are freely transferable provided :		
i. Application of transfer is in duly prescribed instruments duly stamped, executed by transferor and transferee and accompanied by certificate of shares under transfer		
ii. For transfer application made by transferor in respect of partly paid shares, no objection comes from transferee within two weeks of his receipts of notice issued by Company in this regard u/s 56 (1) of Companies Act, 2013.		
b) Preference share holders will be entitled to preferential treatment in respect of dividend & proceeds of realisation of assets of the company vis-a-vis equity share holders under circumstances of winding up of company.		
Total	<u>1,77,00,000</u>	<u>1,77,00,000</u>

TEESTA VALLEY TEA COMPANY LIMITED

	31st March, 2017 Rs.	31st March, 2016 Rs.
2 RESERVE & SURPLUS		
General Reserve :		
As per last Balance Sheet	60,00,000	55,00,000
Add : Transferred from Surplus in Statement of Profit & Loss	<u>5,00,000</u>	<u>5,00,000</u>
	<u>65,00,000</u>	<u>60,00,000</u>
Surplus in Statement of Profit and Loss :		
As per last Balance Sheet	2,31,08,768	2,10,37,520
Add : Profit for the year	<u>23,58,653</u>	<u>25,71,248</u>
	<u>2,54,67,421</u>	<u>2,36,08,768</u>
Less : Transfer to General Reserve	<u>5,00,000</u>	<u>5,00,000</u>
	<u>2,49,67,421</u>	<u>2,31,08,768</u>
Total :	<u>3,14,67,421</u>	<u>2,91,08,768</u>
3 LONG TERM BORROWINGS (Secured)		
Term Loan from HDFC Bank Ltd.	4,63,800	—
a. Nature of Security		
Hypothecation of Vehicle Purchased		
b. Terms of Repayment		
EMI of Rs. 23,850/- from May 2017 to March 2020 at 9.25% annualised effective rate of interest.		
Note : There in no default in repayment of principal or interest against the above loan		
	<u>4,63,800</u>	<u>—</u>
4. LONG TERM PROVISIONS		
Provision for Income Tax/Agriculture Income Tax	—	—
Total	<u>—</u>	<u>—</u>
5 SHORT TERM BORROWINGS		
Secured		
Cash Credit Limit from ICICI Bank Limited	4,91,20,827	4,95,10,391
(a) Nature of Security		
Exclusive charge by way of hypothecation on current assets and moveable fixed assets(excluding Vehicles acquired under proceeds of Vehicle Loan) and equitable mortgage on Land and Factory Building on Tea Estates)		
Note : There is no default in repayment of principal or interest against the above loan.		
	<u>4,91,20,827</u>	<u>4,95,10,391</u>
6. TRADE PAYABLES		
Creditors for goods and services	1,16,73,825	71,97,836
	<u>1,16,73,825</u>	<u>71,97,836</u>

TEESTA VALLEY TEA COMPANY LIMITED

	31st March, 2017 Rs.	31st March, 2016 Rs.
7 OTHER CURRENT LIABILITIES		
Component of terms loan repayable within a year :	2,62,350	—
Advance from customers	1,52,85,470	1,85,35,168
Creditors for Capital Goods	—	73,125
Statutory Liabilities	18,17,602	22,87,962
Other Payables	38,42,666	33,63,770
Total	<u>2,12,08,088</u>	<u>2,42,60,025</u>
8 SHORT TERM PROVISIONS		
Provision for Income Tax / Agricultural Tax (net of advance tax Rs. 16,58,076/-) (Previous year Rs. 26,72,267/-)	11,16,924	6,27,733
	<u>11,16,924</u>	<u>6,27,733</u>
10 NON-CURRENT - INVESTMENTS (held at cost unless stated otherwise)		
Other than trade (fully paid) :		
a. Investments in Equity instruments (Unquoted)		
Assam Bengal Cereals Limited (CY : 200 shares, PY : 200 shares of face value of Rs. 10 each)	2,000	2,000
b. Investments in Debentures (Unquoted)		
East India Clinic Limited (CY : 6 Debentures, PY : 6 Debentures of face value of Rs. 100 each)	600	600
c. Investments in Mutual Fund (Unquoted)		
G I C Mutual Fund (Fortune-94) (CY : 100 Units, PY : 100 Units of face value of Rs. 10 each)	1,000	1,000
Total	<u>3,600</u>	<u>3,600</u>
11 LONG TERM LOANS & ADVANCES (Unsecured & considered good)		
Security Deposits	4,25,466	4,25,466
Court Deposit	25,00,000	25,00,000
Advance Income Tax (Net of provisions Rs. NIL P.Y. 3,00,000/-)	—	16,78,531
Total	<u>29,25,466</u>	<u>46,03,997</u>
12 OTHER NON CURRENT ASSETS		
Fixed Deposit held as margin against Bank Guarantee maturing after 12 months	1,15,000	50,000
Balance in Current account attached by fiscal authorities	1,23,568	1,23,568
	<u>2,38,568</u>	<u>1,73,568</u>
13 INVENTORIES		
Stock of Stores	60,88,315	54,36,522
Finished Goods (Stock of Tea)	2,34,64,875	3,03,59,200
Stock of Food Stuff	23,777	32,161
Total	<u>2,95,76,967</u>	<u>3,58,27,883</u>

TEESTA VALLEY TEA COMPANY LIMITED

9 FIXED ASSETS

Particulars of Assets	GROSS BLOCK			DEPRECIATION / AMORTISATION				NET BLOCK			
	Gross Cost Value as on 01.04.2016	Additions towards Acquisition during the year	Sub-Total	Sale / adjustment during	Gross Block as on 31.03.2017	Total as on 01.04.16	For the Year	Sale / adjustment during the year	Total as on 31.03.17	W.D.V as on 31.03.16	W.D.V as on 31.03.16
	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
Tangible Assets											
Leasehold Land & Development	4,05,08,883	1,21,08,730	5,26,17,413	—	5,26,17,413	—	—	—	5,26,17,413	4,05,08,883	
Buildings	5,43,49,193	25,94,939	5,69,44,132	—	5,69,44,132	2,90,23,047	45,30,758	—	3,35,53,805	2,33,90,327	2,53,26,148
Plant & Machinery	2,63,68,037	3,84,557	2,67,52,594	—	2,67,52,594	2,09,70,442	10,06,400	—	2,19,76,942	47,75,752	63,97,595
Computer	8,28,089	36,330	8,64,429	—	8,64,429	7,42,131	53,301	—	7,96,062	66,367	83,968
Vehicles	1,12,10,190	8,51,478	1,20,71,668	8,73,703	1,13,97,965	96,41,398	5,24,488	6,40,018	94,25,968	19,72,097	18,88,732
Furniture & Fixtures	24,31,911	—	24,31,911	—	24,31,911	21,88,948	41,389	—	22,90,337	2,01,574	2,42,963
Office Equipment	1,89,576	—	1,89,576	—	1,89,576	1,70,581	7,853	—	1,78,434	11,142	18,995
Water Supply Installation & Irrigation Equipments	15,44,570	—	15,44,570	—	15,44,570	12,95,189	50,222	—	13,45,421	1,98,149	2,49,371
TOTAL	13,74,28,259	1,59,88,034	15,34,14,293	8,73,703	15,27,40,703	6,39,31,746	62,15,041	6,40,016	6,95,06,769	8,32,33,821	7,34,96,513
Intangible Assets											
Computer Software	4,72,500	—	4,72,500	—	4,72,500	1,04,079	94,530	—	1,96,579	2,73,921	3,68,421
Total Assets	13,79,00,759	1,59,88,034	15,38,86,793	6,73,703	15,32,13,090	6,40,35,825	63,09,541	6,40,016	6,97,05,346	8,35,07,742	7,38,64,934
Previous Year	13,02,44,991	76,85,768	13,79,00,759	—	13,79,00,759	5,68,04,420	72,31,405	—	6,40,35,825	7,38,64,934	

Note : Leasehold Land relates to 717.40 Hectares & 488.84 Hectares of land respectively for Teesta Valley T. G. and Giele T. G. taken on lease from Govt. of West Bengal at Rongli Rongli in Darjeeling for period of 30 years w.e.l. 12.09.2004 and 09.02.2000 respectively.

TEESTA VALLEY TEA COMPANY LIMITED

	31st March, 2017 Rs.	31st March, 2016 Rs.
14 TRADE RECEIVABLES (Unsecured and Considered Good)		
Debts outstanding for a period exceeding six months from the date they are due for payment (due from Tea Board of India)	36,97,735	26,00,026
Other debts	12,24,336	13,82,908
Total	<u>49,22,071</u>	<u>39,82,934</u>
15 CASH & BANK BALANCES		
Balances with Banks	10,42,766	13,44,775
Balance with NABARD (TDAS-2007 Account)	29,38,800	41,48,700
Cash in Hand	1,88,093	1,51,263
Total	<u>41,69,659</u>	<u>56,44,738</u>
Less : Amount under withdrawal restriction on account of attachment of account by fiscal authorities	1,23,568	1,23,568
Less : Fixed Deposit held as margin against Bank Guarantee maturing after 12 months	1,15,000	50,000
Total	<u>39,31,091</u>	<u>54,71,170</u>
Note :		
i. Balance with NABARD is withdrawable under specified scheme within the meaning of Section 33AB of the Income Tax Act, 1961	29,38,800	41,48,700
16 SHORT TERM LOANS & ADVANCES (Unsecured and considered good)		
Advance to Employees	17,22,653	11,33,370
Loan to Body Corporate	4,09,732	4,09,732
Value Added Tax	31,230	2,16,643
Advance to Suppliers	1,23,630	1,61,000
Advance Income Tax (net of provisions Rs. 34,00,000/-)	24,25,962	1,22,542
Others	2,72,239	3,84,418
Total	<u>49,85,446</u>	<u>24,27,705</u>
Staff advance includes due from officer of the Company	7,44,890	7,94,890
17 OTHER CURRENT ASSETS (Unsecured and considered good)		
Interest accrued on Fixed Deposit	16,250	11,093
Interest accrued on others	1,50,459	1,55,151
Interest accrued on loan to Body Corporate	2,35,817	2,35,817
Total	<u>4,02,526</u>	<u>4,02,061</u>

TEESTA VALLEY TEA COMPANY LIMITED

	31st March, 2017 Rs.	31st March, 2016 Rs.
18 REVENUE FROM OPERATIONS		
A. Sale of Products		
Sale of Tea - Orthodox (Domestic)	16,19,35,894	15,46,97,365
B. Other Operating Revenues		
Tea Board Orthodox Subsidy	12,24,336	13,55,628
Tea Board Replantation Subsidy	3,89,745	3,15,104
Insurance Claim on Tea	1,93,003	78,273
Sundry Receipts	—	1,100
Total	<u>16,37,42,978</u>	<u>15,64,47,470</u>
19 OTHER INCOME		
Other Interest Income (Fixed Deposits)	5,157	5,000
Other Interest Income (NABARD) (TDS 16,720/- P.Y. 17,240/-)	1,67,179	1,72,391
Other Interest Income (WBSEDC) (TDS2,174/-, P.Y. 2,180/-)	21,744	21,804
Profit on Sale of Fixed Assets	1,07,315	—
Total	<u>3,01,395</u>	<u>1,99,195</u>
20 CHANGE IN INVENTORIES OF FINISHED GOODS (TEA)		
Opening Stock	3,03,59,200	1,81,05,600
Closing Stock	2,34,64,875	3,03,59,200
Total	<u>68,94,325</u>	<u>(1,22,53,600)</u>
21 EMPLOYEES BENEFIT EXPENSES		
Salaries, Wages & Bonus	7,20,46,137	7,06,04,317
Contribution to PF and Other Funds	1,06,76,672	1,16,45,240
Gratuity	31,58,159	58,49,770
Staff & Labour Welfare Expenses	1,24,30,785	1,56,43,705
Total	<u>9,83,11,753</u>	<u>10,37,43,031</u>
22 FINANCE COST		
Interest Expenses		
(a) On Cash Credit Account	51,45,875	52,59,005
(c) On Other Loans	53,819	54,386
(d) Bank Charges	38,030	1,94,821
Total	<u>52,37,725</u>	<u>55,08,212</u>

TEESTA VALLEY TEA COMPANY LIMITED

	31st March, 2017 Rs.	31st March, 2016 Rs.
23 OTHER EXPENSES		
Auditor's remuneration		
Audit Fees	58,650	58,395
Consumption of Stores and spare parts (100% domestic)	1,31,58,910	1,26,06,950
Power and Fuel	32,60,988	36,60,958
Rent	2,23,137	2,51,311
Repairs to Buildings	6,55,841	12,60,697
Repairs to Machinery	5,30,280	3,87,426
Insurance	3,87,615	4,24,125
Rates & Tax	3,04,685	3,24,259
Cultivation Expenses	1,68,33,008	2,03,71,500
Tea Cess & Excise Duty	82,131	89,731
Sales Expenses (including Broker's Commission Rs. 10,39,214/-, [Previous year Rs.11,02,352/-])	27,41,730	32,83,700
Carriage of Tea	12,23,391	13,62,594
Repairs to others	6,78,801	5,65,781
Directors' Fees	80,000	80,000
Telephone, Telex & Other Expenses	1,65,001	1,62,385
Miscellaneous Expenses	36,83,481	37,66,847
Total	<u>4,40,67,648</u>	<u>4,86,56,658</u>
23A Details of Miscellaneous Expenses :		
Electricity Charges	2,15,466	2,20,486
Legal & Professional Charges	7,97,850	4,73,981
Motor Car Expenses	21,098	40,025
Printing & Stationery	2,07,668	1,50,001
R O C Filing Fees	3,200	25,480
Subscription	4,75,292	7,07,531
Travelling & Conveyance Expenses	5,32,381	5,92,132
Advertisement	3,120	5,320
Postage & Courier Charges	2,38,108	48,707
Other Expenses	11,89,299	15,05,185
Total	<u>36,83,481</u>	<u>37,66,847</u>

24. Significant Accounting Policies & Notes to Accounts for the year ended 31st March, 2017.

A. Significant Accounting Policies

BASIS OF PREPARATION OF FINANCIAL STATEMENTS.

The Accounts have been prepared under the historical cost convention in accordance with the provisions of the Companies Act, 2013 and mandatory Accounting Standards issued by the Institute of Chartered Accountants of India. Accounting policies unless specifically stated to be otherwise, are consistent and are in consonance with generally accepted accounting principles.

USE OF ESTIMATES

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affects the reported amounts of Assets, Liabilities, Revenues and Expenses and disclosure of contingent liabilities on the date of the financial statements. Actual results may differ from those estimates.

Fixed Assets : (Tangible)

Fixed Assets are stated at cost which includes freight, duties, insurance, taxes and expenses incidental to acquisition and installation. All expenditure incurred on extension planting are capitalised.

Intangible : Intangible Fixed Assets are stated at acquisition cost.

Borrowing Cost

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

Depreciation :

Depreciation has been provided on Reducing balance method on tangible fixed assets on the basis of useful lives prescribed in Schedule II to the Companies Act, 2013.

Intangible Assets represented by software package is amortized over a period of five years on straight line basis.

Investments :

Long term Investments are stated at cost, less provisions if any, for diminution in value of investments other than temporary in nature.

Inventories :

Stock of Tea is valued at estimated realisable value, net of selling cost stock of stores (including Food Stuffs) is valued at cost. Cost for the purpose of valuation of stores is computed on FIFO basis. Cost comprises inward freight, duties, taxes etc. Provision is made for obsolete, slow moving and defective stocks where necessary. Excise duty and Cess on Tea lying at factory at the year end is accounted for on accrual basis.

Recognition of Income and Expenses :

- Sales include Excise Duty and Cess, Rebates, discounts, claims and other non-recoverable are excluded there from.
- Sales is recognised in the Accounts on passing of title to the goods. i.e. delivery as per terms of sale or on completion of auction in case of auction sale.
- All other items of income & expenses are accounted for on accrual basis unless specifically stated otherwise.

Retirement Benefits :

Gratuity if any is being accounted for as and when paid.

Research and Development Expenses :

Subscription to Tea Research Association is charged in the Profit and Loss Account under the Head "Miscellaneous Expenses".

Events Occuring after the Balance sheet date :

Events occuring after the date of balance sheet, where material, are considered up to the date of approval of the accounts by the Board of Directors.

Contingent Liabilities

Disputed liabilities and claims against the company including claims raised by fiscal authorities (e.g. Sales Tax, Income Tax, Excise etc.) pending in appeal / Court for which no reliable estimate can be made of the amount of the obligation or which are remotely poised for crystallization are not provided for in accounts but disclosed in notes to accounts.

However present obligation as a result of past event with possibility of outflow of resources, when reliably estimable is recognized in accounts.

Foreign Currency Transactions :

Foreign currency transactions are recorded at the exchange rate prevailing on the transaction date. Addition/ deletion in liability/asset at the point of settlement of transaction on a subsequent date on account of change in rate of overseas currency vis-a-vis reporting currency is accounted for as exchange gain or loss as the case may be.

GOVERNMENT GRANTS

Revenue grants including subsidy / rebates are credited to Profit and Loss Account under "Other Operating Revenue" / and / or deducted from the related expenses.

TAXATION

Provision for Current Tax is estimated on taxable income for the accounting year in accordance with Income Tax Rules.

Deferred Tax is recognised subject to the consideration of prudence, on time difference being the difference between taxable incomes and accounting income that originate in one period and capable of reversal in one or more subsequent periods in due cognizance of AS-22.

IMPAIRMENT OF FIXED ASSETS

Fixed assets are subjected to test of impairment on the basis of Cash Generating Unit (CGU) concept if indication exists within the meaning of para 6, AS-28. Each garden constitute separate CGU.

Test of impairment involves ascertainment of recoverable value of the CGU being higher of worth of a CGU derived under value in use method and net selling price method. Value in use refers to as on date discounted value of net cash inflow to be generated by the CGU in its assessed life span.

Assets are held in accounts at lower of their carrying cost and recoverable value.

B. Notes on Accounts :

1. Additions to Leasehold Land and Development includes the Cost of New Extension and in accordance with past practice. No depreciation has been provided for on Leasehold Land and Developments due to usual practice of the authorities to renew the lease period after expiry of same.
2. The Company operates in a single business segment i.e. Tea, no further disclosure is required to be made as per AS - 17 on Segment Reporting.
3. In the opinion of the Board of Directors' the Current Assets, Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.
4. Considering absence of indication of impairment for either of the two CGU within the meaning of para 6, AS-28, no exercise of test of impairment has been undertaken for the year.
5. Related Party disclosure as identified by the management in accordance with the Accounting Standard 18.

TEESTA VALLEY TEA COMPANY LIMITED

Related parties in transaction and nature of relationships with them :

- a) **Key Management Personnel (KMP)**
 Mr. Bharat Bajoria – Managing Director
 Mr. Bishnu Charan Dalai – CFO
 Miss Kavita Choudhary – Company Secretary
- b) Relative of KMP : Mrs. Abha Bajoria (spouse of Mr. Bharat Bajoria – Managing Director)
- c) Directors :
 Alope Kumar Roy (Resigned on 20.02.17)
 Radhey Kant Dixit
 Mudit Bajoria
 Abha Bajoria
- d) Enterprises over which any person described in (a) above is able to exercise Significant influence.
 The Tingamira Tea Seed Co. Limited
 Teesta Valley Exports Limited
 Orlando Holdings Limited
- e) Disclosure of Transactions carried out with the related parties in the ordinary course of the business.

Transaction with Related Parties	KMP		Enterprises where KMP has significant influence		Relatives of KMP		Directors	
	31.3.2017	31.3.2016	31.3.2017	31.3.2016	31.3.2017	31.3.2016	31.3.2017	31.3.2016
Sales			5,80,14,447	4,44,82,237				
EXPENDITURE								
Interest paid	23,507	—	—	—	5,984	—		
Rent Paid	—	—	96,000	96,000				
Consumption of Stores	—	—	6,15,195	9,22,793				
Remuneration	12,85,524	11,29,324	—	—				
Miscellaneous Expenses	—	—	1,20,000	1,20,000				
Board Meeting Fees	—	—	—	—	20,000	20,000	60,000	60,000
FINANCE & INVESTMENTS								
Loans taken (net)	5,00,000	—	—	—	14,00,000	—		
Loans refunded back (net)	5,00,000	—	—	—	14,00,000	—		
Bank Guarantees Renewal	—	—	12,00,00,000	12,00,00,000				
OUTSTANDING								
Loans taken	—	—	—	—	—	—		
Interest Payable	—	—	—	—	—	—		
Sales Advance taken	—	—	1,52,85,470	1,85,35,168	—	—		
Other Payable	—	—	—	—	—	—		
Bank Guarantee	—	—	12,00,00,000	12,00,00,000				

- Note : (i) Entire Sales and corporate guarantee related to Teesta Valley Exports Ltd.
 (ii) Rent and miscellaneous expenses relate to Orlando Holdings Ltd. and The Tingamira Tea Seed Company Ltd. respectively.

TEESTA VALLEY TEA COMPANY LIMITED

	31.03.2017 Rs.	31.03.2016 Rs.
6. Earning per share (before consideration of Exceptional items) :		
Net Profit/(Loss) as per Profit & Loss Account	32,23,383	37,60,958
Less: Preference dividend on Pref. Shares	9,72,000	9,72,000
Net Profit/(Loss) attributable to Equity Shareholders	22,51,383	27,88,958
No. of Equity Shareholders	1,50,000	1,50,000
Earning per share (of Rs. 10/- each) basic & diluted	15.01	18.59
7. Raw Materials Produced & Consumed – Green Leaf (in Kgs)	18,22,370	19,85,315
8. Finished Goods (Quantity in Kgs)		
Opening Stock of Tea	19,165	13,246
Actual Production of Tea	4,08,112	4,51,876
Sale of Tea	4,07,664	4,23,753
Samples, Garden Use, Shortage etc.	10,036	22,204
Closing Stock of Tea	9,577	19,165
9. Contingent Liabilities & Commitments :		
a. Claim against company not acknowledge as debt :		
Agricultural Income Tax (1975-76) under appeal	80,339	80,339
Income Tax (TDS) for the Asst Year 1993-94	1,23,568	1,23,568
Income Tax for the Asst. Year 2013-14	41,62,620	—
Income Tax for the Asst. Year 2014-15 (Disallowed by the authorities and challenged by the Company)	3,19,530	—
Damages charge demand raised by PF Authorities for delayed payment of PF dues between 1996-1997 to 2013-14	43,29,373	43,29,373
(Disputed by company in Calcutta High Court against which Rs. 25,00,000/- has been deposited to Court)		
b. Arrears of Dividend on Fixed Cumulative Pref. Shares	68,04,000	58,32,000
c. Bank Guarantee	12,05,00,000	12,05,00,000
10. a. Expenditure in Foreign Currency	Nil	Nil
b. Earnings in Foreign Currency	Nil	Nil
c. CIF Value of Import	Nil	Nil
11. As the Production of Green Leaf (Raw materials) from Company's own Garden involves an integrated process having various stages such as Nursery, replanting etc. Details regarding the value of consumption cannot be given.		
12. Payments against supplies from enterprises registered as small & micro enterprise under MSMED Act, 2006 are made in accordance with agreed credit terms within the purview of relevant statute. There was no amount due/overdue for payment at the end of the year. Neither any payment made to such entrepreneur during the year in contravention of specified credit period. [Y.E. outstanding Rs. NIL (P.Y outstanding Rs. NIL)]		

13. Estimated amount of contract remaining to be executed on Capital Account and not provided for : Rs. 30,00,000/- (P. Y. Rs. 20,00,000/-)
14. Loan to Body Corporate Rs, 4,09,732/- (P.Y. Rs. 4,09,732/-) relates to a party against whom company has filed recovery suit. No interest income has been recognised thereon though same has been claimed under the suit as a major of abundant precaution in due adherence of AS-9.
15. Exceptional items appearing in Statement of Profit & Loss represents payment made towards Interest on delayed payment of Provident Fund of earlier years Rs,7,50,236/- (Previous year Rs. 12,82,057/-).
16. Based on bench-mark for identification of components in terms of specified percentage of written down value of assets, no component was found separately depreciable in application of foot note '4' of Schedule-II of Companies Act, 2013.
17. Information pursuant to Section 186(4) of Companies Act, 2013; Guarantee furnished in favour of ICICI Bank Limited on behalf of Teesta Valley Exports Limited for Rs. 12 Crore renewed towards said company's availment of working capital facility from bank.
18. Disclosures relating to Specified Bank Notes.

Details of Specified Bank Notes (SBNs) held and transacted during the period from 8th November, 2016 to 30th December, 2016 pursuant to MCA notification GSR 308(E) dated March 30th, 2017.

	SBNs	Other denomination notes	Total in Rs.
Closing Cash in Hand as on 08.11.2016	1,27,500.00	1,38,738.72	2,66,238.72
Add : Permitted receipts	—	55,53,923.79	55,53,923.79
Less : Permitted payments	—	55,85,990.52	55,85,990.52
Less : Amoun deposited in Banks	1,27,500.00	—	1,27,500.00
Closing Cash in Hand as on 30.12.2016	—	1,06,671.99	1,06,671.99

19. Figures for the previous year have been rearranged and regrouped wherever necessary and all figures have been rounded off to nearest rupee unless stated otherwise.

For G. BASU & CO.
Chartered Accountants
Firm Reg. No. 301174E
GAUTAM GUHA
Partner
Membership No. 054702

BHARAT BAJORIA
MUDIT BAJORIA
Managing Director
Director
B. C. DALAI
KAVITA CHOUDHARY
CFO
Company Secretary

Dated : The 1st August, 2017

TEESTA VALLEY TEA COMPANY LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.3.2017 (Indirect Method)
Pursuant to clause 32 of the Listing Agreement

	Rs.	As at 31st March, 2017 Rs.	Rs.	As at 31st March, 2016 Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before taxation and extraordinary items		32,23,383		37,60,958
Adjustments for :				
1. Depreciation	63,09,541		72,31,405	
2. Profit on Sale of Assets	(1,07,315)		—	
3. Interest (Received)	(1,94,080)		(1,99,195)	
3. Interest (Paid)	51,99,694	1,12,07,840	53,13,391	1,23,45,601
Operating Profit before Working Capital changes		1,44,31,223		1,61,06,559
Adjustments for :-				
1. Trade & Current Receivables	(11,93,458)		6,40,294	
2. Inventories	62,50,915		(1,40,45,655)	
3. Trade Payables	14,97,177	65,54,634	1,67,08,059	33,02,698
Cash Generated from Operations		2,09,85,857		1,94,09,257
Direct Taxes Paid		(8,60,698)		(19,26,867)
Cash Flow before Extraordinary Items		2,01,25,159		1,74,82,390
Exceptional Items :		7,50,236		12,82,058
Expenses for previous years		—		—
Cash Flow from Operating activities		1,93,74,923		1,62,00,332
B. CASH FLOW FROM INVESTING ACTIVITIES				
1. Payment against acquisition of Fixed Assets including payment against capital liability	(1,60,59,159)		(76,55,768)	
2. Proceeds from Sale of Fixed Assets	1,41,000		—	
3. Investment made during the year	(65,000)		—	
4. Interest Received	1,93,615	(1,57,89,544)	2,09,840	(74,45,928)
C. CASH FLOW FROM FINANCING ACTIVITIES				
1. Proceeds Short Term Borrowings	(3,89,564)		3,14,312	
2. Repayment of Long Term Borrowings	—		—	
3. Interest Paid	(51,99,694)		(53,13,391)	
4. Long Term Loan Received	4,63,800	(51,25,458)	—	(49,99,079)
Net change in Cash and Cash Equivalents		(15,40,079)		37,55,325
Cash & Cash Equivalents (Opening Balance)		54,71,170		17,15,845
Cash & Cash Equivalents (Closing Balance)		39,31,091		54,71,170
		(15,40,079)		37,55,325
CASH AND CASH EQUIVALENTS COMPRISE OF :				
Balances with Schedule Bank				
Current Accounts		8,04,198		11,71,207
NABARD (TDAS-2007) Account		29,38,800		41,48,700
Cash in Hand		1,88,093		1,51,263
		39,31,091		54,71,170

Notes :

1. Above statements have been prepared in indirect method except in case of interest, dividend, purchase & sale of investments and taxes which have been considered on the basis of actual movement of cash, with corresponding adjustments in assets & liabilities.
2. Cash and Cash Equivalents consist of cash in hand and balance with Banks.
3. Additions to Fixed Assets are stated inclusive of movements of Capital work in progress between beginning and end of the year and treated as part of investing activities.

For G. BASU & CO.
Chartered Accountants
Firm Reg. No. 301174E
GAUTAM GUHA
Partner

Membership No. 054702

For and on behalf of the Board of Directors
BHARAT BAJORIA Managing Director
MUDIT BAJORIA Director
B. C. DALAI CFO
KAVITA CHOUDHARY Company Secretary

Dated : The 1st August, 2017