



ASIAN TEA & EXPORTS LTD.

ISO 9001:2008 COMPANY • HACCP CERTIFIED UNIT • GOVERNMENT RECOGNISED EXPORT HOUSE

4/1 Middleton Street, Kolkata - 700 071, India

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E-mail : info@asianteaexports.com, Website : www.asianteaexports.com

CIN L24219WB1987PLC041876

27th August 2016

To
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.

Sub: Submission of Annual Report for FY 2015-16 in terms of Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Dear Sir

In terms of Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed Annual Report for the financial year 2015-16.

Thanking you.

Yours faithfully

For ASIAN TEA & EXPORTS LIMITED

For & on behalf of
Asian Tea & Exports Ltd.

Company Secretary.

Secretary

Encl: As above.



5 times recipient of FIEO Export Award



30th
Annual Report
2015-2016



ASIAN TEA & EXPORTS LIMITED



This Annual Report is available online at www.asianteaexports.com

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CONSOLIDATED

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CORPORATE INFORMATION

BOARD OF DIRECTORS	: Sri H. R. Garg, <i>Managing Director</i> Sri Sunil Garg, <i>Chairman cum Whole-time Director</i> Sri C. S. Surana Sri Manash Kumar Banerjee Smt. Rama Garg Sri Sushil Kr. Nevatia
COMPANY SECRETARY	: Sri Anand Kumar Jha
CHIEF FINANCIAL OFFICER	: Sri Rajesh Garg
AUDITORS'	: Agarwal Kejriwal & Co. <i>Chartered Accountants</i> 1, Ganesh Chandra Avenue, Kolkata - 700 013
BANKERS'	: State Bank of India
REGISTERED OFFICE	: "Sikkim Commerce House" 5th Floor, 4/1, Middleton Street Kolkata - 700071
ISIN	: INE822B01017
WEBSITE	: www.asianteaexports.com
E-MAIL	: info@asianteaexports.com
REGISTRAR & TRANSFER AGENT	: S. K. Infosolutions Pvt Ltd. 34/1A, Sudhir Chatterjee Street, Kolkata - 700 006

Notice

NOTICE is hereby given that the Thirtieth Annual General Meeting of the members of Asian Tea & Exports Limited will be held on Friday, the 26th August, 2016 at 10.00 A.M at H4/93A, B.B.T.Road, New Chakmir, Maheshtalla, Kolkata-700 141 to transact the following business :

ORDINARY BUSINESS

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss for the year ended on that date and the Report of the Directors and Auditors' thereon.

To appoint a Director in place of Smt. Rama Garg (DIN: 00471845) who retires by rotation and being eligible offers herself for re-appointment.

To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION** :

"RESOLVED THAT M/s. Agarwal Kejriwal & Co, Chartered Accountants (Registration No.316112E), be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors in consultation with the said Auditor."

By Order of the Board

Place : Kolkata
Date : 21st July, 2016

Anand Kumar Jha
Company Secretary

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing a proxy should however be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday the 18th August, 2016 to Thursday 25th August, 2016 (both days inclusive).
3. Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting (in pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Name of the Director	Smt. Rama Garg
Date of Birth	03-10-1967
Date of Appointment	21.07.2014
Expertise in specific functional area	Expertise in Marketing & Operation
Qualification	B.Com
Outside Directorship held	5
Chairman/Member of the Committee of the Board of Directors of the Company	Nil
No. of shares	Nil

4. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Registrar & Transfer Agent or to the Company at its registered Office quoting reference of their folio numbers or their Client ID number with DP-ID number, as the case may be.
5. Electronic copy of the Notice of the 30th Annual General Meeting of the company inter alia indicating the process and manner of e-voting along with Attendance Slip and proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copies of the Notice indicating the process and manner of e-voting along with Attendance Slip and proxy form is being sent in the permitted mode. **Members who have not yet registered their email ID or holding shares in physical form are requested to register their email ID with their DP and/or RTA.**

Notice (Contd.)

6. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 23rd August, 2016 (9:00 am) and ends on 25th August, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th August, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "ASIAN TEA & EXPORTS LTD".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to manojshaw2003@gmail.com with a copy marked to evoting@nsdl.co.in.

Notice (Contd.)

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
- | EVEN (Remote e-voting Event Number) | USER ID | PASSWORD/PIN |
|-------------------------------------|---------|--------------|
|-------------------------------------|---------|--------------|
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nSDL.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th August, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19th August, 2016, may obtain the login ID and password by sending a request at evoting@nSDL.co.in or Issuer/RTA.
- However, if you are already registered with NSDL 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 www.evoting.nSDL.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Manoj Prasad Shaw, Practicing Company Secretary (Membership No. FCS 5517 has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.asianteaexports.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Director's Report

Dear Shareholders,

Your Directors are pleased to present the Thirtieth Annual Report and the audited accounts for the year ended 31st March, 2016.

(₹ in Lacs)

FINANCIAL RESULTS	For the year ended 2015-16	For the year ended 2014-15
Sales and Other Income	3064.30	3067.32
Profit before Taxation	21.36	52.82
Provision for Taxation		
Current	4.60	17.05
Deferred	0.06	(3.98)
Profit after Taxation	16.70	39.59
Expenses/(Income) pertaining to:		
Previous year (net)	-	-
Net Profit	16.70	39.59
Balance brought forward from Previous Year	833.19	799.38
Balance to be carried to next year	849.89	833.19

REVIEW OF OPERATIONS

During the year under review the company has recorded a turnover of ₹ 2,940.74 Lacs as compared to ₹ 3011.83 Lacs in the Previous Year. The Company has recorded a net profit to the tune of ₹ 16.70 lacs as compared to ₹ 39.59 lacs in the previous year.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

During the period under review the company has not carried out any manufacturing activities, hence the disclosures required under the provisions of Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 with regard to energy and technology absorption are not applicable to the company.

FOREIGN EXCHANGE EARNINGS AND OUTGO

Sl.	Particulars	2015-16	2014-15
1	Activities relating to export taken to increase exports	Procured orders from new buyers	Procured orders from new buyers
2	Total Foreign Exchange Earnings (₹ In Lac)	354.04	227.71
3	Used (₹ In Lacs)	121.72	127.51

Note : Total Foreign exchange earnings during the year were of USD 0.54 Millions.

CORPORATE SOCIAL RESPONSIBILITY

Even though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the company yet the Company has been over the years pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive

Director's Report *(Contd.)*

development.

BUSINESS RISK MANAGEMENT

The company has been following the principle of risk minimization since very long, thus required modification has been done as per Companies Act, 2013.

Therefore, in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for developing, implementing and monitoring the risk management policy for the company.

The policy consists of identification of risk elements which may threaten the company such as Business risk, financial risk, fidelity risk, legal risk and many more and thus establishes a pro-active approach in structuring Risk Management policy so as to guide decision on risk related issues.

INTERNAL CONTROL AND THEIR ADEQUACY

The Internal control of the company lies with the Senior Management & Internal auditor who checks and verifies the internal control and monitors them in accordance with policy adopted by the company. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements.

WHISTLE BLOWER POLICY

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, includes an Ethics & Compliance Task Force comprising senior executives of the Company. In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior of the company has adopted a vigil mechanism policy. This policy can be accessed on the Company's Website at the link: <http://www.asianteaexports.com/whistle-blower-policy.pdf>.

DIRECTORS & COMMITTEES

At the 29th Annual General Meeting of the company held on 28th August, 2015 the company had appointed Shri Manash Kumar Banerjee (DIN 07168868) as independent director under the companies Act, 2013 for 5 consecutive years for a term upto 31st March 2020.

The said independent director had given a declaration that he meets the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and Regulation 16(1)(B) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

At a board meeting held on 27.04.2015 the board had appointed Shri Manash Kumar Banerjee (DIN: 07168868) as an Additional Director in the category of Independent Director.

Pursuant to provisions of the Companies Act, 2013 and the Articles of Association of the Company, Smt. rama Garg, Director of the Company retires by rotation and being eligible offers herself for re-appointment at the ensuing Annual General Meeting.

BOARD EVALUATION

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder Committee. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for

Director's Report (Contd.)

selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

MEETINGS

During the year six Board Meetings and three meeting of independent directors' were held. The details of which are given in Corporate Governance Report. The Provisions of Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were adhered to while considering the time gap between meetings.

AUDIT COMMITTEE

The company is having an audit committee comprising of the following directors:

Name	Status	Category
Shri C. S. Surana	Chairman	Non-Executive & Independent Director
Shri Sunil Garg	Member	Executive Director
Shri Sushil Kr. Nevatia	Member	Non-Executive & Independent Director

NOMINATION AND REMUNERATION COMMITTEE

Name	Status	Category
Shri C. S. Surana	Chairman	Non-Executive & Independent Director
Shri Manash Kumar Banerjee	Member	Non-Executive & Independent Director
Shri Sushil Kr. Nevatia	Member	Non-Executive & Independent Director

STAKEHOLDERS RELATIONSHIP COMMITTEE

Name	Status	Category
Shri Sushil Kr. Nevatia	Chairman	Non-Executive & Independent Director
Shri Sunil Garg	Member	Executive Director
Shri Hariram Garg	Member	Executive Director

SHARE TRANSFER & INVESTOR GRIEVANCE COMMITTEE

Name	Status	Category
Shri Sushil Kr. Nevatia	Chairman	Non-Executive & Independent Director
Shri Sunil Garg	Member	Executive Director
Shri Hariram Garg	Member	Executive Director

DIRECTORS' RESPONSIBILITY STATEMENT

As required under section 134(1) (c) of the Companies Act, 2013, your Directors confirm that:

1. In preparation of the Annual Accounts, for the year ended 31st March 2016, the applicable Accounting Standards have been followed and that there are no material departures.
2. The Directors have, in the selection of Accounting Policies, consulted the statutory Auditor and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March 2016 and of the Profit and Loss for the financial year ended 31st March, 2016.
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013, for safeguarding the assets of the Company and for detecting fraud and irregularities.

Director's Report *(Contd.)*

4. The Directors have prepared the Annual Accounts on Going Concern basis.
5. Proper Internal financial controls were in place and that the financial controls were adequate and were operating effectively.
6. Systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

RELATED PARTY TRANSACTIONS

All material related party transactions that were entered into during the financial year were on an arm's length and were in the ordinary course of business. All Related Party Transactions are placed before the Audit Committee as also the Board for approval.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS & SECURITIES

Particulars of loans, investments, guarantees & securities are provided in the standalone financial statements (Please refer to Note 10, 12, 13, & 17).

AUDITORS

Statutory Auditors

M/S Agarwal Kejriwal & Co, (Firm Registration No. 31612E), Chartered Accountants, have been appointed as statutory auditors of the Company at the 28th Annual General Meeting held on 29/08/2014 to hold office from the conclusion of 28th Annual General Meeting until the conclusion of the Thirty First (31st) Annual General Meeting subject to ratification by members at every consequent Annual General Meeting. Therefore, ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM. There are no adverse remarks or qualifications in their reports.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed Anjan Kumar Roy & Co. (CP No.: 4557, FCS 5684), Company Secretaries to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith.

Internal Auditors

M/s Dava and Associates, Chartered Accountants performs the duties of internal auditors of the company and their report is reviewed by the audit committee & Board of Directors from time to time.

CORPORATE GOVERNANCE

In terms of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, reports on Corporate Governance together with the Auditors Certificate regarding the compliance of conditions of corporate governance are annexed.

PARTICULARS OF EMPLOYEE

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as follows:

The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of

Director's Report (Contd.)

Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

- a) Employed throughout the year Nil
 b) Employed for part of the year Nil

Details Pertaining to Remuneration as required U/S 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sl. No	Name of the Director/ KMP	Remuneration of Director/KMP for FY 2015-16 (₹ in Lacs)	% increase in Remuneration in FY 2015-16	Ratio of remuneration of each director/ to the median remuneration of employees	Comparison of the remuneration of the KMP against the performance of the company
1	Sri Hariram Garg, Managing Director	15.00	-	8.33	Profit after tax decreased by 57.83 % in FY 2015-16.
2	Sri Rajesh Garg, Chief Financial Officer	1.92	-	1.07	
3	Sri Anand Kumar Jha, Company Secretary	6.25	-	3.47	

- (i) The median remuneration of employees of the company during the financial year was ₹ 1.80 Lacs.
 (ii) There were 7 employees on the rolls of the company as on 31.03.2016.

The remuneration paid to all Key Managerial personnel was in accordance with remuneration policy adopted by the company.

STOCK EXCHANGE

The Company's securities are listed at The Calcutta Stock Exchange Limited and BSE Ltd. Annual listing fees for the FY 2016-17 has been paid to them.

APPRECIATION

Your Directors place on record their deep appreciation for the continued assistance, support and co-operation extended to the Company by the Banks, Government departments, other agencies and employees at all levels.

Your Directors thank you, our esteemed shareholders, for your continued support.

For and on behalf of the Board

Place : Kolkata
 Date : 27th May, 16

Sunil Garg
 Chairman

Annexure to the Director's Report

Form No. MGT - 9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2016

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

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L24219WB1987PLC041876
- ii) Registration Date : 11th February, 1987
- iii) Name of the Company : ASIAN TEA & EXPORTS LIMITED
- iv) Category / Sub-Category of the Company : Public Company / Limited by shares
- v) Address of the Registered office and contact details : 4/1, Middleton Street, Sikkim Commerce House
5Th Floor, Kolkata-700 071
Phone : 033 40063601/033 40063602
E-mail : anand@asianteaexports.com
Website : www.asianteaexports.com
- vi) Whether listed company : Yes
a) BOMBAY STOCK EXCHANGE LTD
b) CALCUTTA STOCK EXCHANGE
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : S. K. Infosolutions Pvt. Ltd
34/1A Sudhir Chatterjee Street
Kolkata - 700006
Phone : 033 22194815/22196797
E-mai : skcdilip@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company are given below :-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Sale of Tea	99611272	35.86 %
2	Sale of Fabrics	99611319	18.97 %
3	Sale of Iron & Steel Products	99611925	30.20 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the company	CIN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	Kesavatsapur Tea Company Private Limited	U01132AS1999PTC005919	Associate	40.79	2(6)
2	Asian Tea Company Private Limited	U15549WB2011PTC161819	Associate	40.43	2(6)
3	Hurdeodass Company Private Limited	U51909WB1932PTC007337	Associate	25.88	2(6)
4	Greenol Laboratories Private Limited	U33125WB1987PTC041872	Subsidiary	100	2(87)(ii)
5	Sarita Nupur Vyapaar Private Limited	U51909WB2004PTC100218	Subsidiary	100	2(87)(ii)

Annexure to the Director's Report (Contd.)

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				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter's									
(1) Indian									
a) Individual/ HUF	24,47,364	-	24,47,364	24.47	28,09,046	-	28,09,046	28.09	3.62
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	39,57,821	-	39,57,821	39.58	37,09,972	-	37,09,972	37.1	-2.48
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	48,162	-	48,162	0.48	-	-	-	-	-0.48
Sub-total (A) (1):-	64,53,347	-	64,53,347	64.53	65,19,018	-	65,19,018	65.19	0.66
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A) (1)+(A)(2)	64,53,347	-	64,53,347	64.53	65,19,018	-	65,19,018	65.19	0.66
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	-	14,700	14,700	0.15	-	14,500	14,500	0.15	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	14,700	14,700	0.15	-	14,500	14,500	0.15	-
2. Non- Institutions									
a) Bodies Corp.									
i) Indian	7,04,835	15,800	7,20,635	7.21	6,76,752	15,800	6,92,552	6.93	-0.28
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	12,96,551	9,23,011	22,19,562	22.2	15,25,943	9,10,211	24,36,154	24.36	2.16

Annexure to the Director's Report (Contd.)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	4,83,487	-	4,83,487	4.83	2,29,648	-	2,29,648	2.3	(2.53)
c) Others (specify)	-	-	-	-	-	-	-	-	-
1. NRI/OCB	1,08,269	-	1,08,269	1.08	1,08,128	-	1,08,128	1.07	(0.01)
2. Clearing Member	-	-	-	-	-	-	-	-	-
3. Trust	-	-	-	-	-	-	-	-	-
4. Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	25,93,142	9,38,811	35,31,953	35.32	25,40,471	9,26,011	34,66,482	34.66	(0.66)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	25,93,142	9,53,511	35,46,653	35.47	25,40,471	9,40,511	34,80,982	34.81	(0.66)
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	90,46,489	9,53,511	1,00,00,000	100	90,59,489	9,40,511	1,00,00,000	100	-

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Sri Sunil Garg	5,21,978	5.22	Nil	6,34,998	6.35	Nil	1.13
2	Sri Hari Ram Garg	7,29,790	7.30	Nil	8,04,290	8.04	Nil	0.74
3	Smt. Rama Garg	1,75,000	1.75	Nil	1,75,000	1.75	Nil	Nil
4	Sri Rajesh Garg	3,20,000	3.20	Nil	3,20,000	3.20	Nil	Nil
5	Smt. Sita Garg	4,45,972	4.46	Nil	5,21,972	5.22	Nil	0.76
6	Smt. Nisha Garg	2,50,100	2.50	Nil	3,00,100	3.00	Nil	0.50
7	Sri Chhatar Singh Surana	4524	0.05	Nil	4524	0.05	Nil	Nil
8	Hari Ram Sunil Kumar (H.U.F)	4161	0.04	Nil	4161	0.04	Nil	Nil
9	Hari Ram Garg & Others (H.U.F)	7335	0.07	Nil	7335	0.07	Nil	Nil
10	Hari Ram Rajesh Kumar (H.U.F)	22,652	0.23	Nil	22,652	0.23	Nil	Nil
11	Sunil Garg & Sons (H.U.F)	14,014	0.14	Nil	14,014	0.14	Nil	Nil
12	Asain Capital Market Ltd.	16,02,488	16.02	Nil	16,26,659	16.27	Nil	0.25
13	Kanchan Wood Products Pvt. Ltd.	5,93,401	5.93	Nil	5,93,401	5.93	Nil	Nil
14	Maharaja Barter Pvt. Ltd.	2,50,000	2.50	Nil	2,59,000	2.59	Nil	0.09
15	Greenex Chemicals Pvt. Ltd.	6,58,480	6.58	Nil	6,58,480	6.58	Nil	Nil
16	Asian Housing & Infrastructure Pvt. Ltd.	5,70,000	5.70	Nil	2,88,980	2.89	Nil	(2.81)
17	Caravan Vinimay Pvt. Ltd	2,83,452	2.83	Nil	2,83,452	2.83	Nil	Nil
	Total	64,53,347	64.53	Nil	65,19,018	65.19	Nil	0.66

Annexure to the Director's Report (Contd.)

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sunil Garg				
	At the beginning of the year	5,21,978	5.22	6,34,998	6.35
	Increase / (Decrease) in Promoters Share holding during the year.	Increase in no. of shares - 113020			
	At the end of the year	6,34,998	6.35		
2	Hari Ram Garg				
	At the beginning of the year	7,29,790	7.30	8,04,290	8.04
	Increase / (Decrease) in Promoters Share holding during the year.	Increase in no. of shares - 74500			
	At the end of the year	8,04,290	8.04		
3	Sita Garg				
	At the beginning of the year	4,45,972	4.46	5,21,972	5.22
	Increase / (Decrease) in Promoters Share holding during the year.	Increase in no. of shares - 76000			
	At the end of the year	5,21,972	5.22		
4	Nisha Garg				
	At the beginning of the year	2,50,100	2.50	3,00,100	3.00
	Increase / (Decrease) in Promoters Share holding during the year.	Increase in no. of shares - 50000			
	At the end of the year	3,00,100	3.00		
5	Maharaja Barter				
	At the beginning of the year	2,50,000	2.50	2,59,000	2.59
	Increase / (Decrease) in Promoters Share holding during the year.	Increase in no. of shares - 9000			
	At the end of the year	2,59,000	2.59		
6	Asian Housing and Infrastructure Pvt. Ltd				
	At the beginning of the year	5,70,000	5.70	2,88,980	2.89
	Increase / (Decrease) in Promoters Share holding during the year.	Decrease in no. of shares - 281020			
	At the end of the year	2,88,980	2.89		

Annexure to the Director's Report (Contd.)

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7	Asian Capital Markets Limited				
	At the beginning of the year	16,02,488	16.02	16,26,659	16.27
	Increase / (Decrease) in Promoters Share holding during the year	Increase in no. of shares - 24171			
	At the end of the year	16,26,659	16.27		

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	% of total shares of the company
		No. of shares	% of total shares of the company		
1.	Pathik Agencies Limited				
	a) At the beginning of the year	1,54,716	1.55		
	b) Changes during the year			No changes during the year	
	c) At the end of the year			1,54,716	1.55
2.	Adyamaa Tracom Pvt. Ltd.				
	a) At the beginning of the year	74,155	0.74		
	b) Changes during the year			Purchase – 1955	
	c) At the end of the year			76,110	0.76
3.	Chirag Singal				
	a) At the beginning of the year	1,00,000	1.00		
	b) Changes during the year			No changes during the year	
	c) At the end of the year			1,00,000	1.00
4.	Deluxe Dealcomm Private Limited				
	a) At the beginning of the year	90,000	0.90		
	b) Changes during the year			No changes during the year	
	c) At the end of the year			90,000	0.90
5.	Hooghly Ispat Limited				
	a) At the beginning of the year	90,000	0.90		
	b) Changes during the year			No changes during the year	
	c) At the end of the year			90,000	0.90
6.	Mohan Tradecom Co. Pvt Ltd.				
	a) At the beginning of the year	77,418	0.77		
	b) Changes during the year			Purchase – 17,211	
	c) At the end of the year			94,629	0.95
7.	Shekhar Savadekar				
	a) At the beginning of the year	46,600	0.47		
	b) Changes during the year			No changes during the year	
	c) At the end of the year			46,600	0.47

Annexure to the Director's Report (Contd.)

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year		% of total shares of the company
		No. of shares	% of total shares of the company	No. of shares		
8.	Shekhar Shashikumar Savadekar					
a)	At the beginning of the year	44,000	0.44			
b)	Changes during the year			No changes during the year		
c)	At the end of the year	44,000	0.44			
9.	Mohan Kumar Kedia					
a)	At the beginning of the year	36,548	0.37			
b)	Changes during the year			No changes during the year		
c)	At the end of the year			36,548		0.37
10.	Archana Bubna					
a)	At the beginning of the year	32,000	0.32			
b)	Changes during the year			No changes during the year		
c)	At the end of the year			32,000		0.32

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Shri Hariram Garg	7,29,790	7.30	8,04,290	8.04
2.	Shri Sunil Garg	5,21,978	5.22	6,34,998	6.35
3.	Shri Chhatar Singh Surana	4524	0.05	4524	0.05
4.	Shri Sushil Kumar Nevatia	-	-	-	-
5.	Shri Anand Kumar Jha	-	-	-	-
6.	Shri Manash Kumar Banerjee	-	-	-	-
7.	Smt. Rama Garg	1,75,000	1.75	1,75,000	1.75
8.	Shri Rajesh Garg	3,20,000	3.20	3,20,000	3.20

Annexure to the Director's Report (Contd.)**V. INDEBTEDNESS**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year i. e. on 01.04.2015				
i) Principal Amount	4,93,82,015	-	-	4,93,82,015
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	4,93,82,015	-	-	4,93,82,015
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	3,68,76,813	-	-	3,68,76,813
Net Change	3,68,76,813	-	-	3,68,76,813
Indebtedness at the end of the Financial Year i. e. on 31.03.2016				
i) Principal Amount	1,25,05,202	-	-	1,25,05,202
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	1,25,05,202	-	-	1,25,05,202

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(All figures in Rs.)

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

Sl. No.	Particulars of Remuneration	Name of The Managing Director	Total Amount
		Shri Hariram Garg	
1.	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961		15,00,000
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961		Nil
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		Nil
2.	Stock Option		Nil
3.	Sweat Equity		Nil
4.	Commission @		
	- as % of Profit		Nil
	- Others, Specify		Nil
5.	Others, please specify - Board Meeting Fees		Nil
	Total (A)		15,00,000

Annexure to the Director's Report (Contd.)

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Director	Total Amount
	Independent Directors : Please refer to Corporate Governance Report for details		
	Fee for attending Board/Committee meetings		10,500
	Commission		Nil
	Others, please specify		Nil
	Total (1)		10,500
	Other Non-Executive Directors : Please refer to Corporate Governance Report for details		Nil
	Fee for attending Board/Committee meetings		
	Commission		Nil
	Others, please specify		Nil
	TOTAL (2)		Nil
	Total (B) = (1 + 2)		10,500
	Total Managerial Remuneration		15,10,500

Overall ceiling applicable as per Schedule –V (Part-I, Section-II) of the Companies Act, 2013.

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Shri Rajesh Garg CFO	Shri Anand Kumar Jha Company Secretary	
1.	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	1,92,000	6,24,900	8,16,900
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit	-	-	-
	- others, specify - P.F.	-	-	-
5.	Others, please specify – P. F.	-	-	-
	Total (A)	1,92,000	6,24,900	8,16,900

Annexure to the Director's Report (Contd.)**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					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other Officers In Default					
Penalty					
Punishment					
Compounding					

Annexure to the Director's Report (Contd.)

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31st March, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
M/s. Asian Tea & Exports Limited
Sikkim Commerce House,
4/1, Middleton Street, Kolkata - 700 071

1. We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Asian Tea & Exports Limited (hereinafter called 'the company') during the financial year ended 31st March, 2016. Secretarial Audit was conducted on test check basis, in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.
2. On the basis of aforesaid verification of the secretarial compliance and on the basis of secretarial audit of company's books, papers, minute books, forms and returns filed and other records maintained by the company, as shown to us during the said audit and also based on the information provided by the company, its officers, agents and authorized representatives during the conduct of the aforesaid secretarial audit, we hereby report that in our opinion and to the best of our understanding, the company has, during the audit period covering the financial year ended on 31st March, 2016, complied with the statutory provisions listed hereunder and the company also has adequate Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:
3. We further report that compliance with applicable laws is the responsibility of the company and our report constitutes an independent opinion. Our report is neither an assurance for future viability of the company nor a confirmation of efficient management by the company.
4. (I) We have examined the secretarial compliance based on the books, papers, minute books, forms and returns filed and other records maintained by M/s. Asian Tea & Exports Limited for the financial year ended on 31st March, 2016 and as shown to us during our audit, according to the provisions of the following laws:
 - (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 Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, to the extent as applicable.
- (II) We have also examined the secretarial compliance on test check basis of the books, papers, forms and returns, if any, filed and other records maintained by M/s. Asian Tea & Exports Limited for the financial year ended on 31st March, 2016, according to the provisions of the following laws specifically

Annexure to the Director's Report *(Contd.)*

- applicable to the company and as represented to us during our audit, as also referred in above paragraphs of this report;
- a) West Bengal Shops & Establishment Act, 1963
 - b) The Payment of Wages Act, 1936
 - c) The Payment of Bonus Act, 1965
 - d) Employees' State Insurance Act, 1948
 - e) Employees' State Insurance (Central) Rules, 1950
 - f) Trade Marks Act, 1999
5. We have also examined compliance with the applicable clauses of the following:
- a) Secretarial Standards issued by The Institute of Company Secretaries of India under Section 118 of the Companies Act, 2013.
6. That on the basis of the audit as referred above, to the best of our knowledge, understanding and belief, we are of the view that during the period under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above in Paragraph 4(I), Paragraph 4(II) and Paragraph 5 of this report.
7. We have checked the compliance with the provisions of the Standard Listing Agreement entered by the Company with the following Stock Exchanges in India and also with the provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, during the period under review and to the best of our knowledge, belief and understanding, we are of the view that the Company has complied with the secretarial functions and board processes to comply with the applicable provision thereof, during the aforesaid period under review.
- (i) Bombay Stock Exchange Limited (BSE)
 - (ii) The Calcutta Stock Exchange Limited (CSE)
8. We further report, to the best of our understanding that,
- a) The Board of Directors of the Company is duly constituted as per the provisions of the Companies Act, 2013 and of the Stock Exchanges Standard Listing Agreement, as applicable for the time being. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
 - b) Adequate notices were given to all directors for the Board and Committee Meetings. Agenda and notes on agenda were sent in advance and further information and clarifications on the agenda items were provided for meaningful participation at the meeting.
 - c) All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors and Committee of the Board, as the case may be.
9. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines, such as laws related to taxation, local laws applicable to the area of operation of business and other laws generally applicable to Company, subject to the following observation as mentioned here in below:
- i. As per the information available at the website of the Calcutta Stock Exchange, as on 28th May, 2015, the status of the company is "Suspended". However, we are not able to form an opinion as to whether the said suspension was also applicable on the company during the period under review, or not. However, the management of the Company has represented that the Company is in compliance with all the requirements of the Standard Listing Agreements of the Stock Exchanges and that the Company shall take up the matter with the Calcutta Stock Exchange Limited (CSE), seeking rectification of the said status.

Annexure to the Director's Report (Contd.)

10. 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.

For **ANJAN KUMAR ROY & CO.**

Company Secretaries

Anjan Kumar Roy

Proprietor

Place : Kolkata

Date : 27th May 2016

FCS No. 5684

CP. No. 4557

'Annexure A'

(To the Secretarial Audit Report of M/s. Asian Tea & Exports Limited for the financial year ended 31/03/2016)

To,

The Members,

M/s. Asian Tea & Exports Limited

Sikkim Commerce House,

4/1, Middleton Street, Kolkata - 700 071

Our Secretarial Audit Report for the financial year ended 31/03/2016 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on existence of adequate board process and compliance management system, commensurate to the size of the company, based on these secretarial records as shown to us during the said audit and also based on the information furnished to us by the officers and agents of the company during the said audit.
2. We have followed the audit practices and processes as were appropriate, to the best of our understanding, to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc. We have relied on the said representation in respect of various compliances including related party transactions, managerial remuneration etc. while making this report.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of compliance procedures on test basis. We would not be liable for any business decision or any consequences arising thereof, made on the basis of our report.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness or accuracy with which the management has conducted the affairs of the Company.

For **ANJAN KUMAR ROY & CO.**

Company Secretaries

Anjan Kumar Roy

Proprietor

Place : Kolkata

Date : 27th May 2016

FCS No. 5684

CP. No. 4557

Report on Corporate Governance

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company is committed to practice good corporate Governance. The Company fully realizes the rights of its shareholders to information on the performance of the Company and considers itself a trustee of its shareholders. Sound governance process consists of a combination of business practices which result in enhanced shareholder value and enable the company to fulfill its obligations to customers, employees, financiers and to the society in general. The Company further believes and focuses on attaining the highest levels of core values of transparency, empowerment, accountability, independent monitoring and environment consciousness. The Company makes its best endeavour to uphold and nurture these core values across all aspects of its operations

BOARD OF DIRECTORS

(A) Composition of the Board

The Company has 6 Directors out of which 3 are Executive directors and one of them is a woman director, and 3 are Non-Executive and Independent Director. The Board is headed by the Executive Chairman, Shri Sunil Garg and comprises of persons with considerable professional experience in their respective fields. Fifty percent of the Board consists of Non- Executive Directors and Three out of Six are Independent Directors. Therefore the composition of the Board is in conformity with SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchange.

The Composition of the Board of Directors and also the number of other Boards or Board Committees of which he is a member or chairperson are as under:

Name of the Director	Executive/Non-Executive/ Independent	No. of other Directorship (s)		No. of outside Committee positions held	
		Public	Private	Member	Chairman
Shri Sunil Garg	Chairman- Executive	–	16	–	–
Shri H. R. Garg	Executive	–	13	–	–
Shri C. S. Surana	Non Executive Independent	–	–	–	–
Shri Sushil Kr. Nevatia	Non Executive Independent	–	5	–	–
Shri Manash Kr. Banerjee	Non Executive Independent	–	–	–	–
Smt Rama Garg	Executive	–	5	–	–

(B) Details of Board Meetings and attendance

The Board met 6 times during the year under review on 20/04/2015, 29/05/2015, 12/08/2015, 30/09/2015, 09/11/2015, 11/02/2016 and the agenda papers were circulated well in advance of each meeting of the Board of Directors. The Company placed before the Board, the working of the organization and statements containing the status of the various matters pursuant to Corporate Governance practices as required by Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The attendance of each of the Directors at the meeting during the year and at the last Annual General Meeting is as follows :

Name of the Director	No. of Board Meetings Attended	Attendance at last AGM
Shri H.R.Garg	6	Yes
Shri Sunil Garg	6	Yes
Shri C.S.Surana	5	Yes
Shri Sushil Kr. Nevatia	5	Yes
Shri Manash Kr. Banerjee	3	Yes
Smt. Rama Garg	4	Yes

Report on Corporate Governance *(Contd.)*

Code of Conduct for Board Members and Senior Management

In line with the provisions contained in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013, the Board hereby adopts the Code of Business Conduct & Ethics for Board Members and Senior Management Personnel of Asian Tea & Exports Limited.

Asian Tea & Exports Limited endeavours to set a high standard of conduct for its Board members and senior management personnel. It aims to achieve its objectives by establishing a sound framework of Corporate Governance based on the pillars of ethical practices and transparency. This Code of Conduct intends to establish yardsticks, which should be followed to ensure that the Vision, Mission and Values of the company are followed in spirit. The purpose of the Code is to continually enhance ethical and transparent processes in managing the affairs of the company. Every Director and Senior Management personnel of the company has a responsibility to work on the principles of fairness, honesty, integrity and transparency in their quest for achieving organizational goals.

BOARD COMMITTEES

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has Three Committees i.e. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance are provided below:

AUDIT COMMITTEE

(A) Terms of reference

The audit committee was reconstituted in accordance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at a board meeting held on 20/04/2015. The audit committee oversees the Company's financial reporting process and disclosure of its financial information, to recommend the appointment of Statutory Auditor and fixation of their remuneration, to review and discuss with the Auditor about internal control systems, the scope of audit including the observations of the Auditor, adequacy of the internal audit system, major accounting policies, practices and entries, compliance with accounting standards and Listing Agreements, and other legal requirements concerning financial statements and related party transactions, if any, and to review the financial statements before they are submitted to the Board of Directors.

Other duties such as:

- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post- audit discussion to ascertain any area of concern.
- Discussion with internal auditors of any significant findings and follow up thereon.
- To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.

(B) Composition of the Committee, Meetings and Attendance

The Audit Committee of the Company comprises of three Directors, of which two are Independent and one is executive. The Chairman of the Committee is an independent Director. The Company Secretary acts as the Secretary to the Committee. The Statutory auditor of the company is a permanent invitee at the meetings of the Committee.

Report on Corporate Governance (Contd.)

The Constitution of the Audit Committee is as follows :

Shri C. S. Surana	Chairman	Non-Executive & Independent Director
Shri Sunil Garg	Member	Executive Director
Shri Sushil Kr. Nevatia	Member	Non-Executive & Independent Director

The Committee met 4 (four) times during the year on 16/05/2015, 12/08/2015, 09/11/2015, 11/02/2016 and was attended by all the members of the committee.

The Company Secretary acts as the secretary to the committee.

NOMINATION & REMUNERATION COMMITTEE

Terms of Reference

The committee was renamed and reconstituted as Nomination & Remuneration Committee in accordance with the provisions of Companies Act, 2013 and SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 at a board meeting held on 20/04/2015.

The Company has formed a remuneration committee which is a part of non- mandatory requirement of the Code. The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is in consonance with the existing industry practices and the requirements of law. The Company does not have stock option plan or performance linked incentives for its Directors.

The Constitution of the Remuneration Committee is as follows:

Shri C. S. Surana	Chairman	Non-Executive & Independent Director
Shri Manash Kumar Banerjee	Member	Non-Executive & Independent Director
Shri Sushil Kr. Nevatia	Member	Non-Executive & Independent Director

There have been meetings of the members of the Nomination & Remuneration Committee of the Company, on 14/04/2015, 06/07/2015, 01/10/2015, 10/01/2016, for the period under review.

The detail of Directors' remuneration is as follows :

Name of Directors	Salary	Benefits	Sitting Fees	Total
Shri H.R.Garg	15,00,000	–	–	15,00,000
Shri C.S.Surana	–	–	1,500	1,500
Shri Sushil Kr. Nevatia	–	–	4,500	3,000
Shri Manash Kr. Banerjee	–	–	3,000	3,000
Smt Rama Garg	–	–	1,500	1,500

STAKEHOLDERS RELATIONSHIP COMMITTEE

(A) Terms of reference

The committee was reconstituted in accordance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at a board meeting held on 20/04/2015.

The Committee looks into issues relating to share, including transfer /transmission of shares, issue of duplicate share certificates, non- receipt of dividend, annual reports etc. The Committee meets to review status of investor grievances, ratify share transfers, approve transmission of shares and issue duplicate share certificates from time to time. Besides, officers of the Company have been authorized to approve issue of share certificates, approve transfers/ transmission of shares, consolidation, sub-division, split of share certificate.

Report on Corporate Governance (Contd.)

The Committee performs the following functions:

- Transfer/ Transmission of Shares.
- Issue of Duplicate Share Certificate.
- Review of Share dematerialization and rematerialization.
- Monitoring the expeditious Redressal of Investor Grievances.
- All other matters related to the shares.

(B) Composition, Meetings and Attendance

The committee consists of the following members:

Shri Sushil Kr. Nevatia	Chairman	Non-Executive & Independent Director
Shri Sunil Garg	Member	Executive Director
Shri Hariram Garg	Member	Executive Director

There have been meetings of the members of Stakeholders Relationship Committee of the Company, on 14/04/2015, 06/07/2015, 01/10/2015, 10/01/2016, for the period under review.

(C) Compliance Officer:

The Board has designated Shri A.K. Jha, the Company Secretary as the Compliance Officer.

(D) Details of Shareholder's Complaints Received

The total number of investor complaints received and replied to the shareholders and during the year ended 31st March, 2016 was Nil. There are no investor complaints lying unresolved at the end of the year as on 31st March, 2016. No shares are pending for transfer as on 31st March, 2016.

INDEPENDENT DIRECTORS' MEETING

During the year under review, the independent Directors met on March 31, 2016 inter alia to discuss:

- Review the performance of non-independent directors and the Board as a whole;
- Review the performance of the chairperson of the company, taking into account the views of executive directors and non-executive directors;
- Access the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

GENERAL BODY MEETINGS

Financial year	Date	Location of the Meeting	Time
2014-15	28th August, 2015	H4/93A, B.B.T. Road, New Chakmir, Maheshtalla, Kolkata -700 141	10.00 A.M.
2013-14	29th August, 2014	H4/93A, B.B.T.Road, New Chakmir, Maheshtalla, Kolkata-700 141	10.00 A.M.
2012-13	12th September, 2013	H4/93A, B.B.T. Road, New Chakmir, Maheshtalla, Kolkata -700 141	10.00 A.M.

Extra Ordinary Meeting

An extra-ordinary General Meeting of the Shareholders was held on 16th December, 2009 at Calcutta Rowing Club, 15 Rabindra Sarobar, Kolkata- 700029.

Report on Corporate Governance (Contd.)

SPECIAL RESOLUTIONS

No Special resolutions were passed during last 4 Annual General Meetings, but a special resolution was passed at the Extra Ordinary General Meeting of the Company held on 16th December, 2009 to approve the Preferential Allotment of Convertible Warrants.

POSTAL BALLOT

One special resolutions was passed through postal ballot on 30/01/2015 regarding Issue of further shares to persons (whether or not including existing shareholders or employees) matter containing Preferential allotment of 1,45,00,000 warrants convertible into equity shares as per Chapter V11 of SEBI (ICDR) Regulations 2009.

FORMULATION OF POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration Committee discuss and thereafter decided upon the policy for selection of appointment of directors and their remuneration. The highlights of this policy are as follows:

1. Criteria of selection of Non- Executive Directors

- a) The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- b) In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Director vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c) The Committee shall ensure that the candidate identified for appointment as a director is not disqualified under Section 164 of the Companies Act, 2013.
- d) The Committee shall consider the following attributes/ criteria, whilst recommending to the Board the candidature for appointment as Director.
 - i) Qualification, expertise and experience of the Directors in their respective fields;
 - ii) Personal, Professional or business standing;
 - iii) Diversity of the Board.
- e) In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

2. Remuneration

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees for participation in the Board/ Committee meetings and commission as detailed hereunder:

- i) A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee meeting attended by him/her at his/her discretion of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- ii) The Committee may recommend to the Board, the payment of commission on uniform basis, to reinforce the principles of collective responsibility of the Board.
- iii) The payment of such commission would be at the discretion of board only and shall not exceed 1% of the net profit of the Company;
- iv) The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

Report on Corporate Governance (Contd.)

3. Managing Director & Whole Time Director-Criteria for selection/appointment

For the purpose of selection of the Managing Director or Whole Time Director the Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation if any, received from any member of the Board.

The Committee will ensure that the incumbent fulfills such other criteria with regard to age and other qualification as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the Managing Director or Whole Time Director :

- i) At the time of appointment or re-appointment, the Managing Director or Whole Time Director may be paid such remuneration as may be mutually agreed between the Company (which includes the nomination & Remuneration Committee and the Board of Directors) and the Managing Director or Whole Time Director within the overall limits prescribed under the Companies Act, 2013.
- ii) The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- iii) The remuneration of the Managing Director or Whole Time Director may be broadly divided into fixed and variable components shall comprise performance bonus.
- iv) In determining the remuneration (including the fixed increment and performance bonus) the Committee shall ensure / consider the following:
 - a) The relationship of remuneration and performance benchmark is clear;
 - b) Balance between fixed and incentive pay reflecting short and long term performance objectives; appropriate to the working of the Company and its goal;
 - c) Responsibility required to be shouldered by the Managing Director or Whole Time Director, the industry benchmarks and the current trends.

REMUNERATION PLOICY FOR THE SENIOR MANAGEMENT EMPLOYEES

In determining the remuneration of the Senior Management Employees (i.e. KMPs and senior officers just below the board level) the Committee shall ensure / consider the following:

- a) The relationship of remuneration and performance benchmark is clear;
- b) The balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to working of the Company and its goals;
- c) The remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
- d) The remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals' performance and current compensation trends in the market.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEB I(Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgement thereby safeguarding the interest of the Company. 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. The Board also carried out annual performance of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee.

Report on Corporate Governance (Contd.)

DISCLOSURES

Related party disclosures have been made in Note - 36 of Notes to financial statement.

The Company has complied with the requirements of regulatory authorities on capital markets and no penalties/strictures were imposed against it during the last three years.

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock Exchanges, the Managing Director and the Executive Director have issued a certificate to the Board, for the Financial Year ended 31st March 2016.

The Board has taken cognizance of the non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall consider adopting the same as and when necessary.

The Company has in place a procedure for identification and mitigation of business and commercial risk. The Audit Committee reviews the risk management and mitigation plan from time to time.

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.

Compliance with Accounting Standards

In preparation of the financial statements, the Company has followed the Accounting Standards specified under Section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules 2014. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

MEANS OF COMMUNICATION.

1. Quarterly results and the half-yearly results are published in leading newspaper in English and Bengali.
2. Management Discussion and Analysis Report forms part of the Directors' Report.

GENERAL SHAREHOLDERS INFORMATION.

A) Annual General Meeting

Date & Time: 26th August, 2016 at 10.00 A.M.

Venue: H4/93A, B.B.T. Road, New Chakmir, Maheshtalla, Kolkata-700 141

B) Financial Calendar & Publication of Results (Tentative):

The financial Year of the Company is April to March.

Results for the quarter ending 30th June, 2016	Second week of August, 2016
Results for the quarter ending 30th September, 2016	Second week of November, 2016
Results for the quarter ending 31st December, 2016	Second week of February, 2017
Results for the quarter ending 31st March, 2017	Fourth week of May, 2017

C) Book Closure Date

The Register of Members and Share Transfer Books of the Company will remain closed from Thursday the 18th August, 2016 to Thursday the 25th August, 2016 (both days inclusive).

D) Dividend Payment Date

The Board of Directors of the Company has not recommended any dividend for this year.

Report on Corporate Governance (Contd.)

E) Listing of Stock Exchanges

The Company's securities are listed at:

i) Calcutta Stock Exchange Association Ltd:

7, Lyons Range, Kolkata- 700 001

ii) BSE Ltd.

Phiroze Jeejeebhoy Towers, Dalal Street, 25th Floor, Mumbai- 400 001

F) Listing Fees

Listing Fee for the year 2016-2017 has been paid to the above stock exchanges.

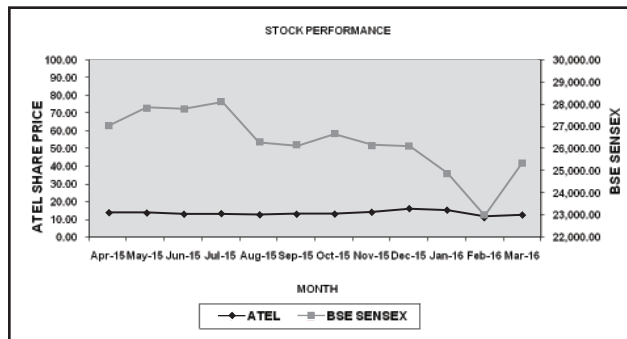
G) Stock Code

Calcutta Stock Exchange Association Ltd	011053
BSE Ltd.	519532
ISIN NO.	INE822B01017

H) Stock Price Data

Month	Bombay Stock Exchange Limited	
	High (₹)	Low (₹)
April 2015	15.00	12.00
May 2015	16.00	12.00
June 2015	14.20	11.70
July 2015	14.70	12.43
August 2015	16.89	12.00
September 2015	15.30	11.85
October 2015	13.88	12.00
November 2015	15.00	11.21
December 2015	17.45	12.28
January 2016	18.25	13.00
February 2016	17.40	11.40
March 2016	13.30	11.00

I) Stock Performance



Report on Corporate Governance (Contd.)

J) Registrar & Transfer Agent

S. K. Infosolutions Pvt Ltd
34/1A, Sudhir Chatterjee Street, Kolkata- 700 006
Tel : (033) 2219-4815/ 6797, Fax: (033) 2219-4815

K) Share Transfer System

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

L) Distribution of Shareholding as on 31.3.16

No of Shares	No of Shareholders	% to total holders	No of Shares	% to total holding
Upto 500	11,531	94.80	12,90,488	12.90
501 to 1000	302	2.48	2,54,347	2.54
1001 to 2000	151	1.24	2,38,893	2.39
2001 to 3000	44	0.36	1,15,514	1.16
3001 to 4000	22	0.18	77,049	0.77
4001 to 5000	26	0.21	1,21,960	1.22
5001 to 10000	40	0.33	3,05,163	3.02
10001 to 50000	29	0.24	5,78,399	5.78
50001 to 100000	6	0.05	5,47,711	5.48
100001 and above	11	0.11	64,74,076	64.74
TOTAL	12,162	100.00	1,00,00,000	100.00

M) Categories of shareholders as on 31.03.16

Category	No of Shares held	% of shareholding
Resident Individuals	26,65,802	26.66
Domestic Companies	6,92,552	6.93
N.R.I	1,08,128	1.08
Foreign Companies	-	-
Mutual Funds	14,500	0.15
Financial Institutions	-	-
Nationalised Banks	-	-
Promoter Companies	37,09,972	37.10
Directors & Relatives	28,09,046	28.09
F.I.I.S.	-	-
GRAND TOTAL	1,00,00,000	100.00

N) Dematerialisation of shares

90.59 % of the Shares aggregating to 90,59,489 Shares have been Dematerialized Upto 31st March'2016.

O) There are no outstanding GDR/ Warrants and Convertible Bonds

P) Plant Locations:

Factory Warehouse: Budge Budge Trunk Road, Rampur, 24 Parganas (South), West Bengal.

Report on Corporate Governance (Contd.)

Q) Investor Correspondence

S. K. Infosolutions Pvt. Ltd.
34/1A, Sudhir Chatterjee Street
Kolkata - 700 006
Tel: 2219-4815/679
Fax: 2219-4815

OR Anand Kumar Jha
Company Secretary
Sikkim Commerce House
4/1 Middleton Street, Kolkata - 700071
Tel : 4006 3601/3602
E-mail : anand@asianteaexports.com

R) Pan Requirement

SEBI has vide its circular no. MRD/Dop/Cir-05/2009 dated 20-05-2009 made the requirement of PAN Card of all Transferee(s) compulsory in case of all Physical Transfer of Shares.

CEO/ CFO CERTIFICATION

Ref: Regulation 17(8) of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors
Asian Tea & Exports Limited
4/1, Middleton Street
Kolkata -700 071

We, Hariram Garg, Managing Director and Rajesh Garg, Chief Financial Officer of the Company hereby certify that:

- A. We have reviewed the financial statements and cash flow statement for the year ended March 31, 2016 and that to the best of our knowledge and belief:
 1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2016 are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps have been taken to rectify these deficiencies.
- D. We have indicated to the Auditors and Audit Committee that there are no:
 1. Significant changes in internal control over financial reporting during the year;
 2. Significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place : Kolkata
Date : 27th May 2016

Hariram Garg
Managing Director

Rajesh Garg
Chief Financial Officer

Report on Corporate Governance (Contd.)

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Production of tea in India increased to 1029 million kg in 2015 compared to 1207 million kg in 2014. Exports of Indian Tea stood at 320 million kg in 2015 compared to 201 million kgs in 2014.

The company has achieved business turnover of Rs.294.07 Million in Current financial year compared to Rs.301.18 Million in 2014-15. The company has achieved PAT of Rs.1.67 Million in Current financial year compared to Rs.3.96 Million in 14-15. The company has achieved consolidated PAT of Rs.16.31 Million in 2015-16 as compared to Rs.12.31 Million in 2014-15.

OPPORTUNITIES AND THREATS

The Company is consolidating business opportunities in garments & fabrics, iron & steel and other commodities. The company is also considering acquisition of tea estates.

BUSINESS OUTLOOK

Outlook remains stable for the current year.

RISKS & CONCERNS

Increased competition is putting stress on operating margins. Falling prices and regulatory restrictions on Coal trade in north-east part of India is another concern.

DECLARATION BY THE MANAGING DIRECTOR REGARDING ADHERENCE TO THE CODE OF CONDUCT

The Company has adopted a code of conduct for its Directors, senior management and employees of the Company.

I hereby confirm that all the Directors and Senior Management Personnel of the Company have affirmed compliance with their Codes of Conduct, as applicable to them, for the Financial Year ended 31st March, 2016.

Place : Kolkata
Date : 27th May 2016

For **ASIAN TEA & EXPORTS LIMITED**
Haram Garg
Managing Director

Report on Corporate Governance (Contd.)

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

To
The Members of
Asian Tea & Exports Ltd.
Sikkim Commerce House,
4/1, Middleton Street,
Kolkata- 700 071.

We have examined the compliance of Corporate Governance by **ASIAN TEA & EXPORTS LTD**, for the year ended on 31st March 2016, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance; it is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representation made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchange(s).

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

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountant
Firm Registration No.316112E

M. Agarwal
Partner
Membership No. 052474

Place: Kolkata
Date: 27th May, 2016

Independent Auditors' Report

To the Members of
Asian Tea and Exports Limited

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of Asian Tea and Exports Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

EMPHASIS OF MATTER

We draw attention to Note 30 to the financial statements in respect of recognition of Profit on sale of depreciable asset under the head 'Other income'.

Our opinion is not modified in respect of this matter.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid

Independent Auditors' Report *(Contd.)*

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:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date.
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016, ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A a statement on the matters specified in Paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (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 in Note 31 to the financial statements.
 - ii) The Company did not have any Long term Contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm's Registration No. 316112E

M. Agarwal
Partner

Place : Kolkata
Date : 27th May, 2016

Membership No. : 52474

Annexure - A

(Referred to in paragraph 1 on report on other Legal and Regulatory Requirements in our report of even date on Balance Sheet as at March 31, 2016 and Statement of Profit and Loss for the year ended on that date.)

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the assets have been physically verified by the management during the year in accordance with the phased programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and the records examined by us, the company does not have any immovable property at the end of the financial year and hence the provisions of sub-clause (c) of clause 3(i) of Companies (Auditors' Report) Order 2016 are not applicable to the company.
- (ii) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) The Company has granted unsecured loan to three Companies covered in the register maintained under section 189 of the Companies Act 2013.
- (a) In our opinion, the terms and conditions of the grant of loan are prima facie not prejudicial to the company's interests.
- (b) The loans are repayable on demand.
- (c) As the loan is repayable on demand, this sub-clause is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
- (v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from public. Therefore, the provisions of clause 3 (v) of the Companies (Auditors' Report) Order, 2016 are not applicable to the company.
- (vi) In our opinion and according to the information and explanations given to us, maintenance of cost records has not been prescribed by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 and hence the provisions of clause 3 (vi) of the Companies (Auditors' Report) Order, 2016 are not applicable to the company.
- (vii)(a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and any other statutory dues applicable to it with the appropriate authorities. No undisputed amounts payable in respect of aforesaid dues were outstanding as at 31st March, 2016 for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, there are no material dues on account of Sales Tax, Service Tax, Custom Duty, Excise duty, Value Added Tax, and any other statutory dues that have not been deposited with appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of Income Tax have not been deposited by the company on account of disputes:

Period to which the amount relates	Amount (₹)	Forum where dispute is pending
A.Y. 2009-10	18,54,035	CIT(Appeals) -1
A.Y. 2010-11	30,34,500	CIT(Appeals) -1
A.Y. 2011-12	24,66,060	CIT(Appeals) -1
A.Y. 2012-13	31,17,448	CIT(Appeals) -1
A.Y. 2013-14	8,55,130	CIT(Appeals) -1
A.Y. 2014-15	2,70,558	CIT(Appeals) -1

Annexure - A *(Contd.)*

- (viii) In our opinion and as per information and explanations given to us, the Company has not taken any term loans from banks, financial institutions or Government and it has no debenture holders.
- (ix) In our opinion and as per information and explanations given to us, during the year the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term loans. Accordingly, the provisions of clause 3 (ix) of the Companies (Auditors' Report) Order, 2016 are not applicable to the company.
- (x) In our opinion and according to the information and explanations given to us, no significant fraud on or by the Company by the officers or employees was noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a Nidhi Company. Hence, the provisions of clause 3(xii) of the Companies (Auditors' Report) Order, 2016 are not applicable to the company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013 and proper disclosures have been made in the Financial statements as required by the applicable accounting standards.
- (xiv) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of clause 3 (xiv) of the Companies (Auditors' Report) Order, 2016 are not applicable to the company.
- (xv) In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xiv) of the Companies (Auditors' Report) Order, 2016 are not applicable to the company.
- (xvi) In our opinion, the company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and hence the provisions of clause 3 (xvi) of the Companies (Auditors' Report) Order, 2016 are not applicable to the company.

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm's Registration No. 316112E

M. Agarwal
Partner

Place : Kolkata
Date : 27th May, 2016

Membership No. : 52474

Annexure - B

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF ASIAN TEA AND EXPORTS LIMITED

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

We have audited the internal financial controls over financial reporting of Asian Tea and Exports Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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;

Annexure - B *(Contd.)*

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 March 31, 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.

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm's Registration No. 316112E

M. Agarwal
Partner

Membership No. : 52474

Place : Kolkata
Date : 27th May, 2016

Balance Sheet as at 31st March, 2016

(Amount in ₹)

	Note No.	As at 31.03.2016	As at 31.03.2015
I EQUITY & LIABILITIES			
1 Shareholders' Fund			
(a) Share Capital	2	10,00,00,000	10,00,00,000
(b) Reserves & Surplus	3	14,92,88,620	14,76,18,913
2 Share Application Money pending allotment		–	–
3 Non Current Liabilities			
(a) Long term provisions	4	4,18,320	3,66,804
4 Current Liabilities			
(a) Short term borrowings	5	1,25,05,202	4,93,82,015
(b) Trade payables	6	1,47,27,291	3,80,26,271
(c) Other current liabilities	7	3,67,265	2,61,051
(d) Short-term provisions	8	14,82,227	29,27,396
TOTAL		27,87,88,925	33,85,82,450
II ASSETS			
1 Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	9	13,78,354	47,21,141
(b) Non-Current Investments	10	16,29,41,315	16,29,41,315
(c) Deferred Tax Assets (Net)	11	18,16,774	18,22,665
(d) Long term loans & advances	12	69,78,609	71,00,788
2 Current Assets			
(a) Current Investments	13	27,96,362	27,96,362
(b) Inventories	14	4,24,77,602	8,94,82,019
(c) Trade Receivables	15	2,30,67,385	3,95,02,786
(d) Cash and bank balances	16	1,19,11,959	1,23,70,378
(e) Short term loans & advances	17	2,54,20,565	1,78,44,996
TOTAL		27,87,88,925	33,85,82,450
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 39		

For & on behalf of the Board

As per our Report of even date

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm Registration No. 316112E

H. R. Garg
Managing Director

Sunil Garg
Chairman cum Wholetime Director

M. Agarwal
Partner
Membership No. 52474

C. S. Surana
Director

Sushil Kumar Nevatia
Director

Manash Kumar Banerjee
Director

Place : Kolkata
Dated : 27th May, 2016

Anand Kumar Jha
Company Secretary

Rajesh Garg
Chief Financial Officer

Statement of Profit & Loss for the year ended 31st March, 2016

(Amount in ₹)

	Note No.	For the year ended 31st March, 2016	For the year ended 31st March, 2015
INCOME			
I Revenue from operations	18	29,40,73,932	30,11,83,593
II Other Income	19	1,23,55,781	55,48,068
III Total Revenue (I + II)		30,64,29,713	30,67,31,661
IV EXPENSES			
Purchases of stock in-trade	20	24,15,09,784	31,39,26,172
Changes in inventories of stock in trade	21	4,70,04,417	(3,56,63,154)
Employee benefits expense	22	33,89,775	40,33,358
Finance Costs	23	60,23,852	78,33,499
Depreciation and Amortization Expense		7,30,657	11,86,758
Other expenses	24	56,35,630	1,01,33,181
Total Expenses		30,42,94,115	30,14,49,814
V Profit before exceptional and extraordinary items and tax (III - IV)		21,35,598	52,81,847
VI Exceptional Item		-	-
VII Profit before extraordinary items & Tax (V - VI)		21,35,598	52,81,847
VIII Extraordinary Items		-	-
IX Profit before tax (VII - VIII)		21,35,598	52,81,847
X Tax Expense			
(1) Current Tax		4,60,000	17,05,000
(2) Deferred Tax		5,891	(3,98,014)
(3) Earlier Year Taxes		-	15,053
XI Profit for the year (IX - X)		16,69,707	39,59,808
XII Earning per equity share	25		
(1) Basic		0.17	0.40
(2) Diluted		0.17	0.40
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 39		

For & on behalf of the Board

As per our Report of even date

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm Registration No. 316112E

H. R. Garg
Managing Director

Sunil Garg
Chairman cum Wholetime Director

M. Agarwal
Partner
Membership No. 52474

C. S. Surana **Sushil Kumar Nevatia**
Director Director

Manash Kumar Banerjee
Director

Place : Kolkata
Dated : 27th May, 2016

Anand Kumar Jha
Company Secretary

Rajesh Garg
Chief Financial Officer

Cash Flow Statement for the year ended 31st March, 2016

(Amount in ₹)

	As at 31.03.2016		As at 31.03.2015	
(A) CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before Tax and Extra-ordinary Items		21,35,598		52,81,847
Adjustments for				
Depreciation	7,30,657		11,86,758	
Interest Received on Loan	(5,09,132)		(1,40,012)	
Profit on sale of Fixed Assets	(91,74,822)	(89,53,297)	-	10,46,746
Operating Profit before Working Capital Changes		(68,17,699)		63,28,593
Adjustments for				
Trade and Other Receivables	1,07,25,371		18,24,82,226	
Inventories	4,70,04,417		(3,56,63,154)	
Trade and Other Payables	(2,50,46,419)	3,26,83,369	(14,78,93,140)	(10,74,068)
Cash Generated from Operations		2,58,65,670		52,54,525
Income Tax Paid		(18,00,000)		(16,00,000)
Cash Flow before Extra Ordinary Items		2,40,65,670		36,54,525
Income/(Expenses) pertaining to previous year		-		(15,053)
Net Cash from Operating Activities		2,40,65,670		36,39,472
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets		(56,408)		(1,55,000)
Sale of Fixed Assets		1,19,00,000		-
Purchase of Investments		-		(1,94,78,185)
Interest Received on Loan		5,09,132		1,40,012
Net Cash Generated From/(Used in) Investing Activities		1,23,52,724		(1,94,93,173)

Cash Flow Statement for the year ended 31st March, 2016 (Contd.)

(Amount in ₹)

	As at 31.03.2016		As at 31.03.2015	
(C) CASH FLOW FROM FINANCIAL ACTIVITIES				
Borrowings (Repaid) / Taken		(3,68,76,813)		(3,57,764)
Net Cash Generated From/(Used in) Financing Activities		(3,68,76,813)		(3,57,764)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)		(4,58,419)		(1,62,11,465)
Opening Cash & Cash Equivalents (Refer Note No. 17)		1,23,70,378		2,85,81,843
Closing Cash & Cash Equivalents (Refer Note No. 17)		1,19,11,959		1,23,70,378
Summary of Closing Cash & Cash Equivalents				
Cash & Cash Equivalent		1,19,11,959		1,23,70,378
Less : Bank Overdrafts		-		-
Net Closing Cash & Cash Equivalent		1,19,11,959		1,23,70,378

Notes :

- (i) The above cash flow statement has been prepared under the Indirect Method as set out in the Accounting Standard - 3 on Cash Flow Statements issued by The Institute of Chartered Accountants of India.
- (ii) Cash and cash equivalents include "Cash and Bank Balances".
- (iii) Previous years figures have been re-arranged/re-grouped wherever necessary

For & on behalf of the Board

As per our Report of even date

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm Registration No. 316112E

H. R. Garg
Managing Director

Sunil Garg
Chairman cum Wholetime Director

M. Agarwal
Partner
Membership No. 52474

C. S. Surana **Sushil Kumar Nevatia**
Director Director

Manash Kumar Banerjee
Director

Place : Kolkata
Dated : 27th May, 2016

Anand Kumar Jha
Company Secretary

Rajesh Garg
Chief Financial Officer

Notes to Financial Statements as at and for the year ended March 31, 2016 (Contd.)

1 SIGNIFICANT ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared on an accrual basis and under historical cost convention and in compliance with all material aspects with the applicable accounting principles in India, the applicable accounting standards issued by The Institute of Chartered Accountants of India and referred to Sec 129 & 133 of the Companies Act, 2013.

All the Assets and Liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. The Company has ascertained its operating cycle to be 12 months for the purpose of current, non-current classification of assets and liabilities.

1.2 USE OF ESTIMATES

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

1.3 INVENTORIES

Inventories are stated at lower of cost or net realizable value except for Shares which are determined at Cost. Cost is determined using FIFO method and comprises of the purchase price including duties and taxes, freight inward and other expenditure directly attributable to the acquisition, but excluding trade discount and other rebates.

1.4 REVENUE RECOGNITION

In compliance with the requirement of accrual system of accounting following standards have been set out and are being followed over years:

- a) Sale is recognized when the ownership and control has been transferred to the prospective buyer provided there is no significant uncertainty in collection of the amount of consideration.
- b) In case of benefit of DEPB, income is recognized after obtaining the license from the concerned authorities.
- c) Revenue from interest is recognized on time/proportion basis taking into account the amount outstanding and the rate applicable.
- d) Income from Investments/Other Income is recognized on accrual basis.
- e) Having regard to the size of operations and nature and complexities of company's business, in management's opinion the above are the reasonable standards of applying the accrual system of accounting required by the law.

1.5. FIXED ASSETS AND DEPRECIATION

- a) Fixed assets are stated at cost or revalued amounts, as the case may be, less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.
- b) Depreciation on Fixed Assets is provided on historical cost as per Written down Value Method. Depreciation for the current year is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 which in the view of the management is reasonable based on the life the asset is expected to be used.

1.6. FOREIGN CURRENCY TRANSACTIONS:

- a) Initial Recognition: Foreign currency transactions are recorded in the reporting currency, by applying

Notes to Financial Statements as at and for the year ended March 31, 2016 (Contd.)

to the foreign currency amount the exchange rate between the reporting currency and the foreign currency on the date of transaction.

- b) Conversion: Foreign currency assets (debtors) are translated at the rates of exchange prevailing on the date of the transaction.
- c) Exchange Differences: Exchange difference arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.

1.7. INVESTMENT:

Current Investments are stated at lower of cost and fair value. Long-term Investments intended to be held for more than a year are classified as non-current investments, and are carried at cost. However, provision for diminution in value, other than temporary, has been recognized, wherever necessary.

1.8. EMPLOYEE BENEFITS:

All employee benefits falling due wholly within twelve months of rendering service are classified as short term benefits. The benefits like salaries, wages, Leave Encashment, etc are recognized in the period in which the employee renders the related service.

Defined Contribution Plan consists of Provident Fund Scheme and Employees' State Insurance Scheme. Company's contribution paid/payable during the year under the schemes are recognized as expense in the Statement of Profit and Loss. There are no other obligations other than the contribution made by the Company.

The Employees' Gratuity Scheme is the Defined Benefit Plan of the Company, The present value of the obligation under such plan is determined based on the actuarial valuation using the Projected Unit Credit Method. Actuarial gains and losses on such valuation are recognized immediately in the Statement of Profit and Loss. In case of funded defined benefit plan, the fair value of the plan assets is reduced from the gross obligation to recognize the obligation on net basis.

1.9. EARNINGS PER SHARE

Basic & Diluted earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period as per Accounting Standard-20 issued by The Institute of Chartered Accountants of India.

1.9. TAXATION & DEFERRED TAX

Tax expense comprises both current and deferred taxes. Current tax is measured at the amount expected to be paid to the taxation authorities, using the applicable tax rates and tax laws. Deferred tax is recognized for all the timing differences subject to the consideration of prudence in respect of deferred tax assets and measured using the tax rates and tax laws enacted by the balance sheet date. Unrecognized deferred tax assets of earlier years are reassessed and recognized to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

1.10. IMPAIRMENT OF ASSETS (AS-28) :

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of the recoverable amount.

1.11 PROVISIONS, CONTINGENT LIABILITIES & CONTINGENT ASSETS :

Provisions are recognized for present obligation as a result of past events where it is probable that outflow of resources will be required to settle the obligation, and in respect of which a reliable estimate can be made at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent Liabilities not provided for are disclosed in the notes to the Financial Statements. Contingent Assets are neither recognized nor disclosed in the financial statements.

Notes to Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

	As at 31.03.2016	As at 31.03.2015
2 SHARE CAPITAL		
Authorised		
3,00,00,000 Equity Shares of Rs.10/- each (Previous year 3,00,00,000 Equity Shares of Rs.10/- each)	30,00,00,000	30,00,00,000
	30,00,00,000	30,00,00,000
Issued, Subscribed and Paid-up		
1,00,00,000 Equity Shares of Rs.10/- each fully paid up (Previous year 1,00,00,000 Equity Shares of Rs.10/- each)	10,00,00,000	10,00,00,000
	10,00,00,000	10,00,00,000
The Reconciliation of the number of shares outstanding is set out below	No. of shares	No. of shares
Equity Shares at the beginning of the year	1,00,00,000	1,00,00,000
Add: Issued during the year	-	-
Equity Shares at the end of the year	1,00,00,000	1,00,00,000
The details of Shareholders holding more than 5% shares	No. & % of shares	No. & % of shares
Name of the Shareholders:		
Asian Capital Market Limited	1626659 (16.27)	1602488 (16.02)
Hariram Garg	804290 (8.04)	729790 (7.30)
Greenex Chemicals Pvt Ltd	658480 (6.58)	658480 (6.58)
Kanchan Wood Products Pvt Ltd	593401 (5.93)	593401 (5.93)
Asian Housing & Infrastructure Pvt Ltd	288980 (2.89)	570000 (5.70)
Sunil Garg	634998 (6.35)	521978 (5.22)
Sita Garg	521972 (5.22)	445972 (4.46)
Terms, Rights, Preference and Restrictions attached to Equity Shares		
The company has only one class of equity shares having a par value of Rs.10/- each. Each holder of equity shares is entitled to one vote per share.		
3 RESERVES & SURPLUS	As at 31.03.2016	As at 31.03.2015
(a) Securities Premium Reserve		
Balance as per last Account	6,30,00,000	6,30,00,000
Additions during the year	-	-
Sub-Total (a)	6,30,00,000	6,30,00,000
(b) General Reserve		
Balance as per last account	13,00,000	13,00,000
Sub-Total (b)	13,00,000	13,00,000
(c) Surplus in the Statement of Profit and Loss		
Balance as per last account	8,33,18,913	7,99,38,723
Additions during the year	16,69,707	39,59,808
Less: W.D.V. of Assets over residual value Net of Tax transferred for assets having no remaining useful life	-	5,79,618
Sub-Total (c)	8,49,88,620	8,33,18,913
Grand Total	14,92,88,620	14,76,18,913

Notes to Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

	As at 31.03.2016	As at 31.03.2015
4 LONG TERM PROVISIONS		
Provisions for Gratuity	4,18,320	3,66,804
	4,18,320	3,66,804
5 SHORT TERM BORROWINGS (SECURED)		
Loans repayable on demand from banks :		
State Bank of India		
Cash Credit Account	1,25,05,202	4,93,82,015
(Secured by hypothecation charge on all current assets covering raw material/finished goods at company's godown, procurement centres, goods in transit, goods with company's agent/ representative etc. domestic and export receivable and other current assets present and future and collateral security in the form of equitable mortgage of properties lying in the name of subsidiary concerns and personal guarantee of Managing Director & Whole-time Director)		
	1,25,05,202	4,93,82,015
6 TRADE PAYABLES		
For Goods purchased	1,46,10,313	3,79,13,675
For Services received	1,16,978	1,12,596
	1,47,27,291	3,80,26,271
7 OTHER CURRENT LIABILITIES		
Other Payables	3,67,265	2,61,051
	3,67,265	2,61,051
8 SHORT TERM PROVISIONS		
Provisions for Income Tax	4,60,000	17,05,000
Provisions for Gratuity	10,22,227	12,22,396
	14,82,227	29,27,396

Notes to Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

PARTICULARS	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	As at 01.04.2015	Additions during the year	Deductions/ Adjustments	Total Cost as At 31.03.2016	upto 31.03.2015	During the year	Adjustment during the year	Total as at 31.03.2016	As at 31.03.2016	As at 31.03.2015
Tangible Assets										
Residential Flat	37,83,654	1,13,047	38,96,701	-	11,14,190	57,334	11,71,524	-	-	26,69,464
Plant & Equipment	8,33,990	-	-	8,33,990	8,33,990	-	-	8,33,990	-	-
Office Equipments	19,82,332	-	-	19,82,332	19,54,801	17,244	-	19,72,045	10,287	27,531
Furniture & Fixtures	18,39,552	-	-	18,39,552	12,10,988	1,82,157	-	13,93,145	4,46,407	6,28,564
Vehicles	64,19,183	-	-	64,19,183	50,25,850	4,73,922	-	54,99,772	9,19,411	13,93,333
Computers	8,63,721	-	-	8,63,721	8,61,472	-	-	8,61,472	2,249	2,249
TOTAL	1,57,22,432	1,13,047	38,96,701	1,19,38,778	1,10,01,291	7,30,657	11,71,524	1,05,60,424	13,78,354	47,21,141
Previous Year	1,55,67,432	4,88,729	3,33,729	1,57,22,432	89,75,722	11,86,758	8,38,811	1,10,01,291	47,21,141	

Notes to Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

	As at 31.03.2016			As at 31.03.2015		
	Face Value	No. of Eq. sh.	Amount (₹)	Face Value	No. of Eq. sh.	Amount (₹)
10 NON-CURRENT INVESTMENTS						
(A) in Equity shares of subsidiary companies						
Unquoted fully paid up (Trade)						
Greenol Laboratories (P) Limited	10	9,79,990	4,06,88,360	10	9,79,990	4,06,88,360
Sarita Nupur Vyapaar (P) Limited	10	3,22,490	3,54,73,900	10	3,22,490	3,54,73,900
(B) in Equity shares of Associate Companies						
Unquoted fully paid up (Trade)						
Kesavatsapur Tea Company (P) Ltd.	10	31,00,000	3,10,00,000	10	31,00,000	3,10,00,000
Hurdeodass Co. (P) Ltd.	10	99,000	99,42,500	10	99,000	99,42,500
Asian Tea company Pvt Ltd	10	1,98,125	2,50,75,000	10	1,98,125	2,50,75,000
(C) in Equity shares- unquoted fully paid up (Non-Trade)						
Doyapore Tea Industries Pvt Ltd	10	1,91,675	1,94,89,235	10	1,91,675	1,94,89,235
Azambad Tea Co. (P) Ltd.	10	3,800	6,06,625	10	3,800	6,06,625
Prachi Mittal Creations (P) Ltd.	10	10,510	4,88,550	10	10,510	4,88,550
Mittal Tex Fab (P) Ltd.	10	10	200	10	10	200
Other Investment						
Gold Coin (69 Gram) - 9 Pcs			1,76,945			1,76,945
			16,29,41,315			16,29,41,315

	As at 31.03.2016	As at 31.03.2015
11 DEFERRED TAX (NET)		
Deferred tax b/f	18,22,665	11,65,458
Add: Arising out of depreciation	(5,891)	3,98,014
Add: Tax on written down value of assets having no remaining useful life adjusted with reserves	-	2,59,193
	18,16,774	18,22,665

	As at 31.03.2016	As at 31.03.2015
12 LONG TERM LOANS & ADVANCES		
Security Deposits	55,33,734	56,04,930
Group Gratuity Fund	14,44,875	14,95,858
	69,78,609	71,00,788

	As at 31.03.2016	As at 31.03.2015
13 CURRENT INVESTMENT (NON-TRADE UNQUOTED)		
Investment in Commodity Exchange Contracts	27,96,362	27,96,362
	27,96,362	27,96,362

Notes to Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

	As at 31.03.2016	As at 31.03.2015
14 INVENTORIES		
(as taken, valued & certified by the management)		
Finished Goods		
Stock of Tea	2,81,55,539	3,93,87,019
Stores & Packing Materials	25,000	25,000
Coal	54,91,800	3,80,70,000
Shares	88,05,263	1,20,00,000
	4,24,77,602	8,94,82,019
15 TRADE RECEIVABLES (UNSECURED, CONSIDERED GOOD)		
Trade Receivable Outstanding for a period less than 6 months from the date they are due for payment	1,57,98,081	3,21,74,722
Trade Receivable (overdue for a period exceeding six months)	72,69,304	73,28,064
	2,30,67,385	3,95,02,786
16 CASH & BANK BALANCES		
(i) Cash and Cash Equivalents		
(a) Balances with Banks	1,77,957	3,97,943
(b) Cash on Hand (as certified by management)	4,90,185	5,36,081
(ii) Other Bank Balances		
(a) Balance with Bank held as Margin Money	14,75,175	27,99,712
(b) Bank Deposits held as collateral	95,36,100	84,04,100
(c) Other Bank Deposits	2,32,542	2,32,542
Other bank balances include deposits with maturity period of more than 12 months amounting to Rs.26,65,923 /- (P.Y Rs.84,04,100/-)		
	1,19,11,959	1,23,70,378
17 SHORT TERM LOANS & ADVANCES		
Advances recoverable in cash or in kind or value to be received (Unsecured, considered Good)	2,01,67,859	1,34,57,665
Other Advances (Unsecured, Considered Good)		
Export Incentive Receivable	4,60,282	4,60,282
Advance Tax & TDS	20,83,798	17,54,201
Prepaid Expenses	14,40,896	6,88,205
Input Tax Credit Account	3,74,723	6,53,606
Rent Receivable	82,752	65,223
Income Tax Refundable	8,10,255	7,61,054
TDS Receivable from parties	-	4,760
	2,54,20,565	1,78,44,996

Notes to Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

	For the year ended 31st March, 2016	For the year ended 31st March, 2015
18 REVENUE FROM OPERATIONS		
(i) Sales of Products		
A. Exports:		
Tea	1,23,70,500	1,41,41,695
Coal	2,30,34,157	40,57,500
Misc. Items	-	45,71,950
B. High Sea Sales		
Logs/ Fibre Board	1,24,15,562	49,20,973
C. Domestic		
Tea	9,30,90,444	5,15,05,742
Iron & Steel	8,88,01,979	8,77,84,592
Garments	5,57,81,290	8,97,10,358
Wax	-	42,30,000
Misc. Items	-	1,25,000
Shares	85,80,000	66,66,990
Fibre Board	-	3,15,66,271
(ii) Other Operating Revenues		
Export Incentive	-	19,02,522
	29,40,73,932	30,11,83,593
19 OTHER INCOME		
Interest on Loan	5,09,132	1,40,012
Interest on fixed deposits with Banks	7,33,882	13,66,343
Gain on Forex fluctuation, Derivatives	2,85,318	1,81,799
Profit on sale of current Investments	-	5,82,222
Profit on sale of fixed assets	91,74,822	-
Rent Received	7,91,676	4,92,968
Misc. Receipts	8,60,951	7,36,774
Sundry Balances Written Back	-	20,47,950
	1,23,55,781	55,48,068
20 PURCHASES OF STOCK IN TRADE		
Tea	8,82,04,667	5,32,82,138
Iron & Steel	8,81,08,656	8,66,50,761
Logs & Fibre Board	1,21,72,119	3,23,06,684
Garments	5,19,29,079	8,48,15,689
Coal	-	3,45,15,000
Coal (Purchase Return)	(35,10,000)	-
Misc. Items	-	42,95,000
Shares	46,05,263	1,80,60,900
	24,15,09,784	31,39,26,172

Notes to Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

	For the year ended 31st March, 2016	For the year ended 31st March, 2015
21 CHANGES IN INVENTORIES OF STOCK IN TRADE		
Opening Stock	8,94,82,019	5,38,18,865
Less: Closing Stock	4,24,77,602	8,94,82,019
Decrease/(Increase)	4,70,04,417	(3,56,63,154)
22 EMPLOYEE BENEFITS EXPENSE		
Salaries and wages	30,07,587	35,09,061
Contribution to Provident Funds and Other Funds	3,78,790	4,74,900
Staff Welfare Expenses	3,398	49,397
	33,89,775	40,33,358

As per Accounting Standard 15 "Employee benefits", the disclosure as defined in the Accounting Standard are given below:

Provident fund and Pension fund are defined contribution schemes and the contributions thereto are charged to Statement of Profit & Loss for the year when the contributions to the respective funds are paid/due.

Group Gratuity Fund is defined contribution scheme. In case of Defined Benefit Plans, the cost of providing the benefit is determined using the Projected Unit Credit Method with actuarial valuation being carried out at each Balance Sheet date.

	As at 31.03.2016	As at 31.03.2015
(i) Reconciliation of opening and closing balances of defined benefit obligation		
Present Value of Obligation at Beginning of year	15,89,200	14,05,655
Interest Cost	1,18,482	1,12,452
Current Service Cost	1,16,852	1,11,601
Benefits Paid	(2,16,346)	-
Actuarial (gain)/loss on Obligations	(1,67,641)	(40,508)
Present Value of Obligation at end of Year	14,40,547	15,89,200
(ii) Reconciliation of Opening and closing balances of fair value of plant Asset:		
Fair Value of Plan Asset at Beginning of year	14,95,858	11,24,085
Expected Return on Plan Asset	1,19,669	89,927
Contributions	52,196	2,53,555
Benefits Paid	(2,16,346)	-
Actuarial gain/(loss) on Plan Asset	(6,502)	28,291
Fair Value of Plan Asset at end of Year	14,44,875	14,95,858
(iii) Reconciliation of present value of Obligation and Fair value of Assets:		
Present Value of obligation at end of year	14,40,547	15,89,200
Fair Value of Plan Asset at end of Year	14,44,875	14,95,858
Funded Status	4,328	(93,342)
Net Asset (Liability) Recognized in Balance Sheet	4,328	(93,342)

Notes to Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

	As at 31.03.2016	As at 31.03.2015
(iv) Total expense recognized in Statement of Profit/Loss during the year		
Current Service Cost	1,16,852	1,11,601
Interest Cost	1,18,482	1,12,452
Expected Return on Plan Asset	1,19,669	89,927
Actuarial Gain/(Loss) recognized in the year	(1,61,139)	(68,799)
Expense recognized in statement of Profit & Loss	(45,474)	65,327
(v) The financial assumption employed for the calculations are as follows:		
Mortality Table	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
Superannuation Age	60 Yrs	60 Yrs
Early Retirement & Disablement	10 Per Thousand P.A 6 above age 45 3 between age 29 & 45 1 below age 29	10 Per Thousand P.A 6 above age 45 3 between age 29 & 45 1 below age 29
Discount Rate	8%	8%
Inflation Rate	6%	6%
Return on Asset	8%	8%
Remaining Working Life	8 Yrs	7 Yrs
Formula	Projected Unit Credit Method	Projected Unit Credit Method
(vi) Movements in the Liability Recognized in Balance Sheet		
Opening Net Liability	93342	281570
Expenses as above	(45474)	65327
Contributions	52196	253555
Closing Net Liability	(4328)	93342
Closing Fund/ Provision at end of year	1440547	1589200

	For the year ended 31st March, 2016	For the year ended 31st March, 2015
23 FINANCE COSTS		
Interest Expenses	52,65,119	63,79,242
Bank Charges	7,58,733	14,54,257
	60,23,852	78,33,499

Notes to Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

	For the year ended 31st March, 2016	For the year ended 31st March, 2015
24 OTHER EXPENSES		
Advertisement & Sponsorship	2,04,574	1,06,335
Auditor's Remuneration	1,14,500	1,12,360
Blending & Packing Charges	2,36,500	-
Business Promotion Expenses	3,91,017	4,75,216
Clearing & Forwarding Charges	1,236	4,61,030
Consultancy Charges	71,556	1,28,252
Directors Sitting Fees	10,500	14,250
Electricity Charges	2,86,427	2,50,161
Filing Fees	7,100	12,000
Freight Expenses	2,76,065	43,91,608
Inspection & testing	-	11,236
Insurance	1,85,170	4,16,634
Legal, Professional & Listing Expenses	6,22,094	6,36,322
Local Transportation Charges	22,050	-
Misc. Expenses	1,36,559	1,19,489
Office Expenses	4,00,147	4,52,089
Postage & Telegram	34,919	19,750
Printing & stationery	1,45,593	87,893
Rent,Rates & Taxes	5,12,459	4,15,217
Repairs & Maintenance	55,809	5,06,584
Subscription & Donation	4,11,522	3,79,377
Telephone Expense	1,57,663	1,57,290
Travelling & conveyance	10,11,714	6,12,421
Vehicle Maintenance Charges	3,40,456	2,55,667
Warehousing Charges	-	1,12,000
	56,35,630	1,01,33,181
25 EARNING PER SHARE (EPS)		
i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹)	16,69,707	39,59,808
ii) Weighted Average number of equity shares	1,00,00,000	1,00,00,000
iii) Basic and Diluted Earning per share (₹)	0.17	0.40
iv) Face Value per equity share (₹)	10	10
26 AUDITORS REMUNERATION		
i) Statutory Audit Fees	85,875	84,270
ii) Tax Audit Fees	28,625	28,090
	1,14,500	1,12,360

Notes to Financial Statements as at and for the year ended March 31, 2016 (Contd.)

	For the year ended 31st March, 2016	For the year ended 31st March, 2015
27 VALUE OF IMPORTS ON CIF BASIS		
Fibre Boards	1,21,72,119	1,27,51,350
	1,21,72,119	1,27,51,350
28 EARNINGS IN FOREIGN EXCHANGE		
Export of Goods on FOB Basis	2,27,58,092	2,23,74,308
	2,27,58,092	2,23,74,308
29 EXPENSES IN FOREIGN EXCHANGE		
Tours & Travelling	2,82,205	-
	2,82,205	-

30. The Profit of ₹ 91,74,822/- on sale of Depreciable assets is included under Other Income instead of Exceptional Items.

31. Contingent Liabilities not provided for

	2015-16	2014-15
Disputed Demands not acknowledged as debts- Demand under Income Tax Act, 1961 for Assessment years 2009-10, 2010-11, 2011-12, 2012-13, 2013-14 and 2014-15, the matter is pending before Commissioner of Income Tax (Appeals)	1,15,97,731	Nil

32. The Company has provided/written off for the loss of inventory of coal due to flood amounting to ₹ 1,89,00,000/- from the stock as claims filed with the insurance company was subsequently rejected.

33. Balance of Trade Receivables, Trade Payables, Loans, Advances and Deposits:

- As per the policy of management each year actual bad debts are ascertained after the consideration and they are written off.
- Some of the balances of Loans, Debtors, Creditors and Deposits & Advances are subject to confirmation from the respective parties.

34. The company has non-current investments in Unquoted Equity shares amounting to ₹ 2,05,84,610/-. The said investments continue to be valued at cost. Due to non-availability of audited financial statements for the financial year 2015-16, the company has relied on the audited financial statements for the year ended 31st March 2015 where there is a decline in the value of the investment amounting to ₹ 39,20,000. However, the company has not made any provision for diminution in value of investment as required under Accounting Standard 13 as in the view of the management these investments are long term and such diminution is temporary in nature.

Notes to Financial Statements as at and for the year ended March 31, 2016 (Contd.)**35. Segment Reporting as per AS-17 issued by ICAI:**

Particulars	Domestic	International	Unallocated	Total
Segment Revenue				
Sales	24,62,53,713 (27,15,88,953)	4,78,20,219 (2,76,92,118)	- (-)	29,40,73,932 (29,92,81,071)
Other Income	1,20,70,463 (53,66,269)	2,85,318 (20,84,321)	- (-)	1,23,55,781 (74,50,590)
Total	25,83,24,176 (27,69,55,222)	4,81,05,537 (2,97,76,439)	- (-)	30,64,29,713 (30,67,31,661)
Segment Expenses	25,48,11,962 (27,35,57,025)	4,94,82,153 (2,78,92,789)	- (-)	30,42,94,115 (30,14,49,814)
Segment Results	35,12,214 (33,98,197)	(13,76,616) (18,83,650)	- (-)	21,35,598 (52,81,847)
Segment Assets	10,81,99,384 (16,79,34,149)	76,48,226 (77,06,986)	16,29,41,315 (16,29,41,315)	27,87,88,925 (33,85,82,450)
Segment Liability	11,44,88,925 (17,42,82,450)	- (-)	16,43,00,000 (16,43,00,000)	27,87,88,925 (33,85,82,450)
Cost to Acquire Tangible Fixed Assets	- (-)	- (-)	56,408 (1,55,000)	56,408 (1,55,000)
Depreciation & Amortization Expenses	- (-)	- (-)	7,30,657 (11,86,758)	7,30,657 (11,86,758)

The figures in brackets indicate previous year figures

Note:

- The company is engaged in the business of sale of made tea, Fibre Board, Coal, Iron & Steel items, Garments, Trading in securities, etc. The Products and their applications are homogeneous in nature. The business segments are organized as domestic and international on the basis of geographical segment.
- Segment assets & liabilities, as well as revenue and expenses are directly attributable to the segment.
- All unallocated assets and liabilities and revenue and expenses are treated separately.
- There are no separate reportable secondary segments.
- Accounting policies of the segment are the same as those described in Summary of significant accounting policies as set out in Note No. 1 of Schedule.

Notes to Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

36. Related Party Disclosures:

As per Accounting Standard-18, the disclosures of transactions with the related parties are given below:

i) List of Related Parties where control exists with whom transactions have taken place and relationships:

Name of the Party	Nature of Relation
1. Sarita Nupur Vyapaar Pvt Ltd	Subsidiary
2. Greenol Laboratories Pvt. Ltd.	Subsidiary
3. Asian Tea Co. Pvt Ltd	Associate
4. Hurdeodass Co. Pvt Ltd	Associate
5. Kesavatsapur Tea Company Pvt. Ltd.	Associate
6. Asian Housing & Infrastructure Pvt. Ltd.	Significant Influence of Key Management Personnel (KMP)
7. Asian Capital Market Limited	Erstwhile Associate
8. Mr. H.R.Garg	Key Management Personnel (KMP)
9. Mr. Sunil Garg	Key Management Personnel (KMP)
10. Mr. Rajesh Garg	Key Management Personnel (KMP)
11. Smt Rama Garg	Key Management Personnel (KMP)
12. Mr. Anand Kumar Jha	Key Management Personnel (KMP)

ii) Transactions during the year and outstanding balance with Related Parties

Nature of Transaction	Subsidiaries	Associate	KMP	Total
1. Purchase of Tea	Nil	3,05,76,838	Nil	3,05,76,838
	Nil	1,41,35,141	Nil	1,41,35,141
2. Sale of Tea	Nil	5,62,12,238	Nil	5,62,12,238
	1,69,75,593	Nil	Nil	1,69,75,593
3. Sale of Shares	Nil	Nil	36,30,000	36,30,000
	Nil	Nil	Nil	Nil
4. Loan given/loan repayment	6,50,000	6,03,50,000	Nil	6,10,00,000
	3,90,000	1,10,00,000	Nil	1,13,90,000
5. Loan taken/loan refund	6,50,000	7,21,30,750	Nil	7,27,80,750
	1,23,81,159	1,10,00,000	Nil	2,33,81,159
6. Outstanding Balance of loan	Nil	10,06,555	Nil	10,06,555
	Nil	Nil	Nil	Nil
7. Collateral Securities of Office Premises & warehouse	4,32,00,000	Nil	Nil	4,32,00,000
	3,56,00,000	Nil	Nil	3,56,00,000
8. Rent Paid	3,30,000	Nil	Nil	3,30,000
	3,30,000	Nil	Nil	3,30,000
9. Remuneration	Nil	Nil	23,16,900	23,16,900
	Nil	Nil	28,02,000	28,02,000
10. Sitting Fees	Nil	Nil	1,500	1,500
	Nil	Nil	14,250	14,250

Notes to Financial Statements as at and for the year ended March 31, 2016 *(Contd.)*

(Amount in ₹)

37. Based on the intimation received by the company and information & explanations given to us none of the suppliers have confirmed to be registered under “The Micro, Small and Medium Enterprises Development Act 2006”. Accordingly the disclosures relating to amounts unpaid as at the year ended together with interest paid or payable is not required to be furnished.
38. The previous year figures have also been regrouped, rearranged, and reclassified wherever necessary.
39. The information as required to be furnished pursuant to the General Instructions to Part I & Part II of the Schedule III to the Companies Act, 2013 have been given to the extent applicable.

Signature to Notes “1” to “39”

For & on behalf of the Board

As per our Report of even date

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm Registration No. 316112E

H. R. Garg
Managing Director

Sunil Garg
Chairman cum Wholetime Director

M. Agarwal
Partner
Membership No. 52474

C. S. Surana **Sushil Kumar Nevatia**
Director *Director*

Manash Kumar Banerjee
Director

Place : Kolkata
Dated : 27th May, 2016

Anand Kumar Jha
Company Secretary

Rajesh Garg
Chief Financial Officer

Independent Auditors' Report

To the Members of
Asian Tea and Exports Limited

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements of Asian Tea and Exports Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associates, comprising of the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

Independent Auditors' Report *(Contd.)*

EMPHASIS OF MATTER

We draw attention to Note 37 to the financial statements in respect of recognition of Profit on sale of depreciable asset under the head 'Other income'.

Our opinion is not modified in respect of this matter.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at 31st March, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

OTHER MATTERS

We did not audit the financial statements of One (1) subsidiary, whose financial statements reflect total assets of Rs. 6,05,86,698.88 as at 31st March, 2016, total revenues of Rs. 16,24,944.00 and net cash flows amounting to Rs. 9,61,816.08 for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit of Rs.1,54,11,714.00 for the year ended 31st March, 2016, as considered in the consolidated financial statements, in respect of Three (3) associates, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries and associates, is based solely on the reports of the other auditors except for One Associate, viz., Hurdeodass Company Private Limited whose share of Net Profit has been considered on provisional basis.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company, subsidiary companies and associate companies incorporated in India, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

Independent Auditors' Report *(Contd.)*

- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies incorporated in India, none of the directors of the Group companies and its associate companies incorporated in India is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The company has disclosed the impact of pending litigations on its financial position in its financial statements in Note 38 to the financial statements.
 - ii) The Group and its associates did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiary companies and associate companies incorporated in India.

For **AGARWAL KEJRIWAL & CO.**

Chartered Accountants

Firm's Registration No. 316112E

M. Agarwal

Partner

Membership No. : 52474

Place : Kolkata

Date : 27th May, 2016

Annexure - A

(Referred to in paragraph 1 on report on other Legal and Regulatory Requirements in our report of even date on Balance Sheet as at March 31, 2016 and Statement of Profit and Loss for the year ended on that date.)

- (i) (a) The Company and its subsidiaries has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the assets have been physically verified by the management during the year in accordance with the phased programme of verification which, in our opinion, is reasonable having regard to the size of the Company and its subsidiary and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us and based on the examination of records, the title deeds of immovable properties are in the name of the Company and its subsidiaries.
- (ii) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) The Company and its subsidiaries has granted unsecured loan to three Companies covered in the register maintained under section 189 of the Companies Act 2013.
- (a) In our opinion, the terms and conditions of the grant of loan are prima facie not prejudicial to the company's interests.
- (b) The loans are repayable on demand.
- (c) As the loan is repayable on demand, this sub-clause is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company and its subsidiaries has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
- (v) In our opinion and according to the information and explanations given to us, the company and its subsidiaries has not accepted any deposits from public. Therefore, the provisions of clause 3 (v) of the Companies (Auditors' Report) Order, 2016 are not applicable to the company and its subsidiaries.
- (vi) In our opinion and according to the information and explanations given to us, maintenance of cost records has not been prescribed by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 and hence the provisions of clause 3 (vi) of the Companies (Auditors' Report) Order, 2016 are not applicable to the company and its subsidiaries.
- (vii)(a) The Company and its subsidiaries are generally regular in depositing undisputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and any other statutory dues applicable to it with the appropriate authorities. No undisputed amounts payable in respect of aforesaid dues were outstanding as at 31st March, 2016 for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, there are no material dues on account of Sales Tax, Service Tax, Custom Duty, Excise duty, Value Added Tax, and any other statutory dues that have not been deposited with appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of Income Tax have not been deposited by the holding company on account of disputes:

Period to which the amount relates	Amount (₹)	Forum where dispute is pending
Asian Tea & Exports Ltd (Holding Company)		
A.Y. 2009-10	18,54,035.00	CIT(Appeals) -1
A.Y. 2010-11	30,34,500.00	CIT(Appeals) -1
A.Y. 2011-12	24,66,060.00	CIT(Appeals) -1

Annexure - A (Contd.)

Period to which the amount relates	Amount (₹)	Forum where dispute is pending
A.Y. 2012-13	31,17,448.00	CIT(Appeals) -1
A.Y. 2013-14	8,55,130.00	CIT(Appeals) -1
A.Y. 2014-15	2,70,558.00	CIT(Appeals) -1
Sarita Nupur Vyappar Pvt Ltd (Subsidiary Company)		
A.Y. 2008-09	21,887.00	CIT(Appeals) -20
A.Y. 2009-10	22,998.00	CIT(Appeals) -20
A.Y. 2012-13	63,254.00	CIT(Appeals) -20
A.Y. 2013-14	30,522.00	CIT(Appeals) -20
A.Y. 2014-15	28,092.00	CIT(Appeals) -20

- (viii) In our opinion and as per information and explanations given to us, the Company and its subsidiaries has not defaulted in repayment of loans to banks. The company and its subsidiaries has not taken any term loans from financial institutions or Government and it has no debenture holders.
- (ix) In our opinion and as per information and explanations given to us, during the year the company and its subsidiaries has not raised moneys by way of initial public offer or further public offer including debt instruments and term loans. Accordingly, the provisions of clause 3 (ix) of the Companies (Auditors' Report) Order, 2016 are not applicable to the company.
- (x) In our opinion and according to the information and explanations given to us, no significant fraud on or by the Company and its subsidiaries was noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company and its subsidiaries are not Nidhi Company. Hence, the provisions of clause 3(xii) of the Companies (Auditors' Report) Order, 2016 are not applicable to the company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013 and proper disclosures have been made in the Financial statements as required by the applicable accounting standards.
- (xiv) In our opinion and according to the information and explanations given to us, the Company and its subsidiaries has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of clause 3 (xiv) of the Companies (Auditors' Report) Order, 2016 are not applicable to the company and its subsidiaries.
- (xv) In our opinion and according to the information and explanations given to us, the company and its subsidiaries has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xiv) of the Companies (Auditors' Report) Order, 2016 are not applicable to the company and its subsidiaries.
- (xvi) In our opinion, the company and its subsidiaries are not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and hence the provisions of clause 3 (xvi) of the Companies (Auditors' Report) Order, 2016 are not applicable to the company and its subsidiaries.

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm's Registration No. 316112E

M. Agarwal
Partner

Place : Kolkata
Date : 27th May, 2016

Membership No. : 52474

Annexure - B

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF ASIAN TEA AND EXPORTS LIMITED

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

We have audited the internal financial controls over financial reporting of Asian Tea and Exports Limited ("the Holding Company") and its subsidiary companies as of March 31, 2016 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Board of Directors of Holding Companies and its subsidiary companies are 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 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;

Annexure - B *(Contd.)*

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 Holding Company and its subsidiary companies have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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.

OTHER MATTER

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it related to One (1) subsidiary company, incorporated in India, is based on the report of the auditor of such company incorporated in India.

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm's Registration No. 316112E

M. Agarwal
Partner

Place : Kolkata
Date : 27th May, 2016

Membership No. : 52474

Consolidated Balance Sheet as at 31st March, 2016

	Note No.	As at 31.03.2016	As at 31.03.2015
I EQUITY & LIABILITIES			
1 Shareholders' Fund			
(a) Share Capital	2	10,00,00,000	10,00,00,000
(b) Reserves & Surplus	3	22,54,31,066	21,17,47,478
2 Share Application Money pending allotment		–	–
3 Non Current Liabilities			
(a) Long term borrowings	4	–	3,06,987
(b) Other Long term Liabilities	5	15,00,000	15,00,000
(c) Long term provisions	6	4,18,320	3,66,804
4 Current Liabilities			
(a) Short term borrowings	7	1,62,21,843	5,32,13,483
(b) Trade payables	8	1,76,28,666	3,92,54,625
(c) Other current liabilities	9	30,24,742	12,60,666
(d) Short-term provisions	10	15,82,227	30,02,396
TOTAL		36,58,06,864	41,06,52,439
II ASSETS			
1 Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	11	7,87,01,976	8,67,23,343
(ii) Intangible Assets (Goodwill on consolidation)		3,32,32,437	3,32,32,437
(b) Non-Current Investments	12	14,04,36,902	12,21,06,188
(c) Deferred Tax Assets (Net)	13	18,32,162	18,62,955
(d) Long term loans & advances	14	14,78,609	16,00,788
(e) Other non-current Assets	15	–	10,620
2 Current Assets			
(a) Current Investments	16	27,96,362	27,96,362
(b) Inventories	17	4,39,81,352	9,10,42,019
(c) Trade Receivables	18	2,34,59,085	3,96,67,634
(d) Cash and bank balances	19	1,42,69,851	1,28,94,393
(e) Short term loans & advances	20	2,56,07,507	1,87,05,079
(f) Other current Assets	21	10,621	10,621
TOTAL		36,58,06,864	41,06,52,439
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 46		

For & on behalf of the Board

As per our Report of even date

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm Registration No. 316112E

H. R. Garg
Managing Director

Sunil Garg
Chairman cum Wholetime Director

M. Agarwal
Partner
Membership No. 52474

C. S. Surana
Director

Sushil Kumar Nevatia
Director

Manash Kumar Banerjee
Director

Place : Kolkata
Dated : 27th May, 2016

Anand Kumar Jha
Company Secretary

Rajesh Garg
Chief Financial Officer

Consolidated Statement of Profit & Loss for the year ended 31st March, 2016

	Note No.	For the year ended 31st March, 2016	For the year ended 31st March, 2015
INCOME			
I Revenue from operations	22	29,44,65,632	30,18,85,393
II Other Income	23	2,98,81,711	1,78,92,192
III Total Revenue (I + II)		32,43,47,343	31,97,77,585
IV EXPENSES			
Purchases of stock in-trade	24	24,15,09,784	31,45,91,172
Changes in inventories of stock in trade	25	4,70,60,667	(3,56,63,154)
Employee benefits expense	26	39,11,735	47,53,981
Finance Costs	27	64,28,706	89,47,571
Depreciation and Amortization Expense	28	20,94,078	31,08,725
Other expenses	29	64,10,533	1,07,92,359
Total Expenses		30,74,15,503	30,65,30,654
V Profit before exceptional and extraordinary items and tax (III - IV)		1,69,31,840	1,32,46,931
VI Exceptional Item		-	-
VII Profit before extraordinary items & Tax (V - VI)		1,69,31,840	1,32,46,931
VIII Extraordinary Items		-	-
IX Profit before tax (VII - VIII)		1,69,31,840	1,32,46,931
X Tax Expense			
(1) Current Tax		5,10,000	17,80,000
(2) Deferred Tax		30,793	(5,34,549)
(3) Earlier Year Taxes		78,841	(3,07,274)
XI Profit for the year (IX - X)		1,63,12,206	1,23,08,754
XII Minority Interest		-	-
XIII Profit After Tax & Minority Interest		1,63,12,206	1,23,08,754
XIV Earning per equity share	30		
(1) Basic		1.63	1.23
(2) Diluted		1.63	1.23
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 46		

For & on behalf of the Board

As per our Report of even date

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm Registration No. 316112E

H. R. Garg
Managing Director

Sunil Garg
Chairman cum Wholetime Director

M. Agarwal
Partner
Membership No. 52474

C. S. Surana **Sushil Kumar Nevatia**
Director Director

Manash Kumar Banerjee
Director

Place : Kolkata
Dated : 27th May, 2016

Anand Kumar Jha
Company Secretary

Rajesh Garg
Chief Financial Officer

Cash Flow Statement for the year ended 31st March, 2016

	As at 31.03.2016		As at 31.03.2015	
(A) CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before Tax and Extra-ordinary Items		1,69,31,840		1,32,46,931
Adjustments for				
Depreciation	20,83,458		30,98,105	
Preliminary Expenses Written Off	10,620		10,620	
Interest Received on Loan	(5,09,132)		(1,40,012)	
Profit on sale of Investment	–		(38,35,612)	
Profit on sale of Fixed Assets	(94,27,659)		–	
Non cash items (share of profit from Associate)	(1,54,11,714)	(2,32,54,427)	(76,39,460)	(85,06,359)
Operating Profit before Working Capital Changes		(63,22,587)		47,40,572
Adjustments for				
Trade and Other Receivables	1,12,13,073		17,14,29,673	
Inventories	4,70,60,667		(3,56,63,154)	
Trade and Other Payables	(2,18,60,792)	3,64,12,948	(14,78,56,073)	(1,20,89,554)
Cash Generated from Operations		3,00,90,361		(73,48,982)
Income Tax Paid		(18,00,000)		(16,00,000)
Cash Flow before Extra Ordinary Items		2,82,90,361		(89,48,982)
Income/(Expenses) pertaining to previous year		–		–
Net Cash from Operating Activities		2,82,90,361		(89,48,982)

Cash Flow Statement for the year ended 31st March, 2016 (Contd.)

	As at 31.03.2016		As at 31.03.2015	
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets		(56,408)		(15,93,080)
Sale of Fixed Assets		1,28,50,000		-
Purchase of Investments		(29,19,000)		(1,94,89,235)
Interest Received on Loan		5,09,132		1,40,012
Profit on Sale of Investment		-		38,35,612
Sale of Investments		-		76,75,610
Net Cash Generated From/(Used in) Investing Activities		1,03,83,724		(94,31,081)
(C) CASH FLOW FROM FINANCIAL ACTIVITIES				
Borrowings (Repaid) / Taken		(3,72,98,627)		22,24,892
Net Cash Generated From/(Used in) Financing Activities		(3,72,98,627)		22,24,892
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)		13,75,458		(1,61,55,171)
Opening Cash & Cash Equivalents (Refer Note No. 17)		1,28,94,393		2,90,49,564
Closing Cash & Cash Equivalents (Refer Note No. 17)		1,42,69,851		1,28,94,393
Summary of Closing Cash & Cash Equivalents				
Cash & Cash Equivalent		1,42,69,851		1,28,94,393
Less : Bank Overdrafts		-		-
Net Closing Cash & Cash Equivalent		1,42,69,851		1,28,94,393

Notes :

- The above cash flow statement has been prepared under the Indirect Method as set out in the Accounting Standard - 3 on Cash Flow Statements issued by The Institute of Chartered Accountants of India.
- Previous years figures have been re-arranged/re-grouped wherever necessary

For & on behalf of the Board

As per our Report of even date

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm Registration No. 316112E

H. R. Garg
Managing Director

Sunil Garg
Chairman cum Wholtime Director

M. Agarwal
Partner
Membership No. 52474

C. S. Surana **Sushil Kumar Nevatia**
Director Director

Manash Kumar Banerjee
Director

Place : Kolkata
Dated : 27th May, 2016

Anand Kumar Jha
Company Secretary

Rajesh Garg
Chief Financial Officer

Notes to Financial Statements as at and for the year ended March 31, 2016

1 SIGNIFICANT ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION

The Consolidated financial statements of the company and its subsidiaries are prepared under historical cost convention and following fundamental accounting assumptions namely going concern, consistency and accrual so as to comply with the mandatory accounting standards issued by The Institute of Chartered Accountants of India and referred to Section 129 & 133 of the Companies Act, 2013. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year.

1.2 BASIS OF CONSOLIDATION:

- i. The financial statements of the subsidiary companies used in the consolidation are drawn upto the same reporting date as the company i.e. year ended March 31, 2016 and are prepared based on the accounting policies consistent with those used by the company.
- ii. The financial statements of the group have been prepared in accordance with the Accounting Standard 21- "Consolidated Financial Statements" Notified under the Companies (Accounting Standards) Rules 2006, as amended and other generally accepted accounting policies in India.
- iii. The consolidated Financial Statements have been prepared on the following basis:
 - a) The financial statements of the company and its subsidiaries have been combined on a line by line basis by adding together like items of assets, liabilities, income and expenses. The intra group Balances and unrealized profits and losses, if any have been fully eliminated.
 - b) The excess of cost to the company of its investments in the subsidiary companies over its share of equity of the subsidiary companies, at the date on which the investments in the subsidiary companies are made, is recognized as "Goodwill", being an asset in the consolidated financial statements.
 - c) The consolidated financial statements include the share of profit or loss of the associate companies which has been accounted as per the equity method and accordingly, the share of profit or loss of the associate companies (the loss being restricted to the cost of investment) has been added to/deducted from the cost of investments. An associate is an enterprise in which the investor has significant influence and which is neither a subsidiary nor a joint venture of the investor.
- iv. The List of subsidiary companies which are included in the consolidation and the parent company's holding therein are as under:

Name of the Company	Country of incorporation	Ownership interest
Sarita Nupur Vyappar Private Limited	India	100%
Greenol Laboratories Private Limited	India	100%

The List of associate companies which are included in the consolidation and the parent company's holding therein are as under:

Name of the Company	Country of incorporation	Ownership interest
Kesavatsapur Tea Co. (P) Ltd	India	40.79 %
Asian Tea Co. Pvt Limited	India	40.43 %
Hurdeodass Tea Co. Pvt Ltd	India	27.19 %

Notes on Consolidated Financial Statements as at and for the year ended March 31, 2016 (Contd.)

1.3 USE OF ESTIMATES

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

1.4 INVENTORIES

Inventories are stated at lower of cost or net realizable value except for Shares which are determined at Cost. Cost is determined using FIFO method and comprises of the purchase price including duties and taxes, freight inward and other expenditure directly attributable to the acquisition, but excluding trade discount and other rebates.

1.5. REVENUE RECOGNITION

In compliance with the requirement of accrual system of accounting following standards have been set out and are being followed over years:

- a) Sale is recognized when the ownership and control has been transferred to the prospective buyer provided there is no significant uncertainty in collection of the amount of consideration.
- b) In case of benefit of DEPB, income is recognized after obtaining the license from the concerned authorities.
- c) Revenue from interest is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.
- d) Income from Investments/Other Income is recognized on accrual basis.
- e) Having regard to the size of operations and nature and complexities of company's business, in management's opinion the above are the reasonable standards of applying the accrual system of accounting required by the law.

1.6. FIXED ASSETS AND DEPRECIATION

Fixed assets are stated at cost or revalued amounts, as the case may be, less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Depreciation on Fixed Assets is provided on historical cost and where revaluation of assets has been made, on revalued amount as per Written Down Value Method. Depreciation for the current year is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Depreciation on revalued amount of Fixed Assets have been adjusted with Revaluation Reserve.

1.7. FOREIGN CURRENCY TRANSACTIONS:

- a) **Initial Recognition:** Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency on the date of transaction.
- b) **Conversion:** Foreign currency assets (debtors) are translated at the rates of exchange prevailing on the date of the transaction.
- c) **Exchange Differences:** Exchange difference arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.

Notes on Consolidated Financial Statements as at and for the year ended March 31, 2016 *(Contd.)*

1.8. INVESTMENTS

Current Investments are stated at lower of cost and fair value. Long-term Investments intended to be held for more than a year are classified as non-current investments, and are carried at cost. However, provision for diminution in value, other than temporary, has been recognized, wherever necessary.

Investments other than in subsidiaries and associates have been accounted as Accounting Standard-13 "Accounting for Investments".

Investment in associates have been accounted under the equity method as per AS-23- "Accounting for Investments in associates in Consolidated Financial Statements" issued by the Companies (Accounting Standard) Rules 2006.

1.9. EMPLOYEE BENEFITS:

All employee benefits falling due wholly within twelve months of rendering service are classified as short term benefits. The benefits like salaries, wages, Leave Encashment, etc are recognized in the period in which the employee renders the related service.

Defined Contribution Plan consists of Provident Fund Scheme and Employees' State Insurance Scheme. Company's contribution paid/payable during the year under the schemes are recognized as expense in the Statement of Profit and Loss. There are no other obligations other than the contribution made by the Company.

The Employees' Gratuity Scheme is the Defined Benefit Plan of the Company, The present value of the obligation under such plan is determined based on the actuarial valuation using the Projected Unit Credit Method. Actuarial gains and losses on such valuation are recognized immediately in the Statement of Profit and Loss. In case of funded defined benefit plan, the fair value of the plan assets is reduced from the gross obligation to recognize the obligation on net basis.

1.10. EARNINGS PER SHARE

Basic & Diluted earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period as per Accounting Standard-20 issued by The Institute of Chartered Accountants of India.

1.11. TAXATION & DEFERRED TAX

Tax expense comprises both current and deferred taxes. Current tax is measured at the amount expected to be paid to the taxation authorities, using the applicable tax rates and tax laws. Deferred tax is recognized for all the timing differences subject to the consideration of prudence in respect of deferred tax assets and measured using the tax rates and tax laws enacted by the balance sheet date. Unrecognized deferred tax assets of earlier years are reassessed and recognized to the extent it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

1.12. IMPAIRMENT OF ASSETS (AS-28) :

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of the recoverable amount.

1.13. PROVISIONS, CONTINGENT LIABILITIES & CONTINGENT ASSETS :

Provisions are recognized for present obligation as a result of past events where it is probable that outflow of resources will be required to settle the obligation, and in respect of which a reliable estimate can be made at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent Liabilities not provided for are disclosed in the notes to the Financial Statements. Contingent Assets are neither recognized nor disclosed in the financial statements.

Notes on Consolidated Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

	As at 31.03.2016	As at 31.03.2015
2 SHARE CAPITAL		
Authorised		
3,00,00,000 Equity Shares of Rs.10/- each (Previous year 3,00,00,000 Equity Shares of Rs.10/- each)	30,00,00,000	30,00,00,000
	30,00,00,000	30,00,00,000
Issued, Subscribed and Paid-up		
1,00,00,000 Equity Shares of Rs.10/- each fully paid up (Previous year 1,00,00,000 Equity Shares of Rs.10/- each)	10,00,00,000	10,00,00,000
	10,00,00,000	10,00,00,000
The Reconciliation of the number of shares outstanding is set out below	No. of shares	No. of shares
Equity Shares at the beginning of the year	1,00,00,000	1,00,00,000
Add: Issued during the year	-	-
Equity Shares at the end of the year	1,00,00,000	1,00,00,000
The details of Shareholders holding more than 5% shares	No. & % of shares	No. & % of shares
Name of the Shareholders:		
Asian Capital Market Limited	1626659 (16.27)	1602488 (16.02)
Hariram Garg	804290 (8.04)	729790 (7.30)
Greenex Chemicals Pvt Ltd	658480 (6.58)	658480 (6.58)
Kanchan Wood Products Pvt Ltd	593401 (5.93)	593401 (5.93)
Asian Housing & Infrastructure Pvt Ltd	288980 (2.89)	570000 (5.70)
Sunil Garg	634998 (6.35)	521978 (5.22)
Sita Garg	521972 (5.22)	445972 (4.46)
Terms, Rights, Preference and Restrictions attached to Equity Shares		
The company has only one class of equity shares having a par value of ₹ 10/- each. Each holder of equity shares is entitled to one vote per share.		
3 RESERVES & SURPLUS	As at 31.03.2016	As at 31.03.2015
(a) Securities Premium Reserve		
Balance as per last Account	6,30,00,000	6,30,00,000
Additions during the year	-	-
Sub-Total (a)	6,30,00,000	6,30,00,000
(b) General Reserve		
Balance as per last account	13,00,000	13,00,000
Sub-Total (b)	13,00,000	13,00,000
(c) Surplus In the Statement of Profit and Loss		
Balance as per last account	10,66,09,275	9,48,80,139
Additions during the year	1,63,12,206	1,23,08,754
Less: W.D.V. of Assets over residual value Net of Tax transferred for assets having no remaining useful life	-	5,79,618
Sub-Total (c)	12,29,21,481	10,66,09,275

Notes on Consolidated Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

	As at 31.03.2016	As at 31.03.2015
(d) Revaluation Reserve		
Balance as per last account	4,08,38,203	4,34,59,827
Less: Adjustment of Depreciation on write up value of assets	26,28,618	26,21,624
Sub-Total (d)	3,82,09,585	4,08,38,203
Grand Total	22,54,31,066	21,17,47,478

4 LONG TERM BORROWINGS (SECURED)		
Term Loan		
From Bank		
HDFC Bank Limited (Car Loan)	3,06,987	11,45,678
Less : Current maturities of Long term borrowings classified as Other current liabilities	3,06,987	8,38,691
	-	3,06,987

Terms of Repayment:

HDFC Bank Limited (Car Loan)

(i) Repayable in 36 monthly installments commencing from 05.01.2014. Last installment due on 05.12.2016

Rate of interest is 11% P.A, Principal amount outstanding as on 31.03.2016 is ₹ NIL (Previous Year ₹ 3,06,987/-)

5 OTHER LONG TERM LIABILITIES		
Security Deposits against Office	15,00,000	15,00,000
	15,00,000	15,00,000

6 LONG TERM PROVISIONS		
Provisions for Gratuity	4,18,320	3,66,804
	4,18,320	3,66,804

7 SHORT TERM BORROWINGS (SECURED)		
Loans repayable on demand :		
From Banks -		
State Bank of India		
Cash Credit account	1,25,05,202	4,93,82,015
(Secured by hypothecation charge on all current assets covering raw material/finished goods at company's godown, procurement centres, goods in transit, goods with company's agent/representative etc. domestic and export receivable and other current assets present and future and collateral security in the form of equitable mortgage of properties lying in the name of subsidiary concerns and personal guarantee of Managing Director & Whole-time Director)		
From Other Parties :		
From Related Parties	37,16,641	23,80,820
From Other Parties	-	14,50,648
	1,62,21,843	5,32,13,483

Notes on Consolidated Financial Statements as at and for the year ended March 31, 2016 (Contd.)

	As at 31.03.2016	As at 31.03.2015
8 TRADE PAYABLES		
For Goods purchased	1,60,24,513	3,79,13,675
For Services received	16,04,153	13,40,950
	1,76,28,666	3,92,54,625
9 OTHER CURRENT LIABILITIES		
Current Maturities of long term borrowings (refer Note No. 4)		
HDFC Bank Limited (Car Loan)	3,06,987	8,38,691
(Secured against vehicle on deferred credit)		
Advances from Customers	8,46,078	-
Other Payables	18,71,677	4,21,975
	30,24,742	12,60,666
10 SHORT TERM PROVISIONS		
Provisions for Income Tax	5,60,000	17,80,000
Provisions for Gratuity	10,22,227	12,22,396
	15,82,227	30,02,396

Notes to Financial Statements as at and for the year ended March 31, 2016 (Contd.)

11 FIXED ASSETS (Tangible)										
(Amount in ₹)										
PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2015	Additions during the year	Deductions/ Adjustments	Total Cost as At 31.03.2016	upto 31.03.2015	During the year	Adjustment during the year	Total as at 31.03.2016	As at 31.03.2016	As at 31.03.2015
Freehold Land	2,11,53,610	-	-	2,11,53,610	-	-	-	-	2,11,53,610	2,11,53,610
Building (Warehouse)	1,78,14,358	-	-	1,78,14,358	28,33,223	7,49,524	-	35,82,747	1,42,31,611	1,49,81,135
Premises - Leasehold (Unit No.503)	1,41,08,315	-	-	1,41,08,315	34,10,443	6,86,442	-	40,96,885	1,00,11,430	1,06,97,872
Premises - Leasehold (Unit No.504)	1,45,76,514	-	-	1,45,76,514	35,09,835	7,10,421	-	42,20,256	1,03,56,258	1,10,66,679
Premises - Leasehold (Unit No.505)	2,64,43,735	-	-	2,64,43,735	62,59,835	12,98,158	-	75,57,993	1,88,85,742	2,01,83,900
Tea Plantation at N.B.University	15,17,840	-	-	15,17,840	-	-	-	-	15,17,840	15,17,840
Residential Flat	37,83,654	1,13,047	38,96,701	-	11,14,190	57,334	11,71,524	-	-	26,69,464
Office Equipments	31,05,991	-	-	31,05,991	29,27,168	57,884	-	29,85,052	1,20,939	1,78,823
Furniture & Fixtures	18,39,552	-	-	18,39,552	12,10,988	1,82,157	-	13,93,145	4,46,407	6,28,564
Vehicles	1,05,85,182	-	14,46,685	91,38,497	69,41,975	9,70,154	7,49,522	71,62,607	19,75,890	36,43,207
Computers	8,63,721	-	-	8,63,721	8,61,472	-	-	8,61,472	2,249	2,249
TOTAL	11,57,92,472	1,13,047	53,43,386	11,05,62,133	2,90,69,129	47,12,074	19,21,046	3,18,60,157	7,87,01,976	8,67,23,343
Previous Year	11,45,33,121	15,93,080	3,33,729	11,57,92,472	2,25,10,589	57,19,729	8,38,811	2,90,69,129	8,67,23,343	

Note :

Depreciation of ₹ 26,28,617/- (P.Y. ₹ 26,21,624/-) on revalued assets of ₹ 5,33,57,267/- adjusted with revaluation reserve.

Notes on Consolidated Financial Statements as at and for the year ended March 31, 2016 (Contd.)

	As at 31.03.2016			As at 31.03.2015		
	Face Value	No. of Eq. sh.	Amount (₹)	Face Value	No. of Eq. sh.	Amount (₹)
12 NON-CURRENT INVESTMENTS (TRADE)						
(A) in Equity shares of Associate Companies unquoted fully paid up						
Asian Tea Company Private Limited	10	1,98,125	5,81,79,430	10	1,98,125	4,21,86,651
Hurdeodass Co. (P) Ltd.	10	1,04,000	75,12,529	10	1,04,000	83,59,523
Kesavatsapur Tea Company (P) Ltd.	10	31,00,000	3,32,88,780	10	31,00,000	3,30,22,852
(B) in Equity shares- unquoted fully paid up						
Asian Capital Market Limited	10	52,000	31,75,000	10	52,000	31,75,000
Asian Housing & Infrastructure (P) Ltd	10	2,09,750	47,43,677	10	2,09,750	47,43,677
Doyapore Tea & Industries Pvt Ltd	10	1,91,675	1,94,89,235	10	1,91,675	1,94,89,235
Greenex Chemicals Private Limited	100	1,800	4,56,890	100	1,800	4,56,890
IBM Finance & Investment Pvt Limited	10	83,400	29,19,000	-	-	-
Kanchan Wood Products Private Limited	10	80,000	8,00,000	10	80,000	8,00,000
Azambad Tea Co. (P) Ltd.	10	3,800	6,06,625	10	3,800	6,06,625
Mittal Tex Fab (P) Ltd.	10	14	240	10	14	240
Prachi Mittal Creations (P) Ltd.	10	10,510	4,88,550	10	10,510	4,88,550
S.T.Buildcon Pvt Ltd	10	64,000	16,00,000	10	64,000	16,00,000
Sita Plantations Private Limited	10	54,750	24,00,000	10	54,750	24,00,000
Sky View Dealtrade Pvt Ltd	10	29,000	29,00,000	10	29,000	29,00,000
Sriram Tokhram Tea Vanijya Pvt Ltd	10	5,000	10,00,000	10	5,000	10,00,000
Swati Nippon Private Limited	10	10,000	1,00,000	10	10,000	1,00,000
Ultrafocus Developers Pvt Ltd	10	10,000	1,00,000	10	10,000	1,00,000
Everlasting Procon Pvt Ltd	10	20,000	2,00,000	10	20,000	2,00,000
Upmost Retails Pvt Ltd	10	10,000	1,00,000	10	10,000	1,00,000
Ultrashine Marketing Pvt Ltd	10	10,000	1,00,000	10	10,000	1,00,000
Moonview Marcom Pvt Ltd	10	10,000	1,00,000	10	10,000	1,00,000
(C) Other Investment						
Gold Coin (69 Gram) - 9 Pcs			1,76,945			1,76,945
			14,04,36,902			12,21,06,188

Notes on Consolidated Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

	As at 31.03.2016	As at 31.03.2015
13 DEFERRED TAX (NET)		
Deferred tax b/f	18,62,955	10,69,213
Add/Less: Arising out of depreciation	(30,793)	5,34,549
Add: Tax on WDV of assets having no remaining useful life adjusted with reserves	-	2,59,193
	18,32,162	18,62,955
14 LONG TERM LOANS & ADVANCES (Unsecured, Considered Good)		
Security Deposits	33,734	1,04,930
Group Gratuity Fund	14,44,875	14,95,858
	14,78,609	16,00,788
15 OTHER NON-CURRENT ASSETS		
Preliminary Expenses	-	10,620
	-	10,620
16 CURRENT INVESTMENT (NON-TRADE UNQUOTED)		
Investment in Commodity Exchange Contracts	27,96,362	27,96,362
	27,96,362	27,96,362

	As at 31.03.2016			As at 31.03.2015		
	Face Value	No. of Eq. sh.	Amount (₹)	Face Value	No. of Eq. sh.	Amount (₹)
17 INVENTORIES						
(as taken, valued & certified by the management)						
Finished Goods						
Stock of Tea			2,81,55,539			3,93,87,019
Stores & Packing Materials			25,000			25,000
Coal			54,91,800			3,80,70,000
Shares (Unquoted)						
Indong Tea Company Pvt Ltd	10	6,00,526	88,05,263	10	4,00,000	1,20,00,000
Greenex Chemicals (P) Ltd	100	4,000	80,000	100	4,000	80,000
Sita Plantations Pvt Ltd	10	10,000	6,00,000	10	10,000	6,00,000
Asian Housing & Infrastructure Pvt Ltd	10	1,10,000	6,18,750	10	1,20,000	6,75,000
Kanchan Wood Products Pvt Ltd	10	8,500	1,05,000	10	8,500	1,05,000
Bengal Enterprises Pvt Ltd	10	50,000	1,00,000	10	50,000	1,00,000
			4,39,81,352			9,10,42,019

Notes on Consolidated Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

	As at 31.03.2016	As at 31.03.2015
18 TRADE RECEIVABLES (Unsecured, Considered Good)		
Trade Receivable Outstanding for a period less than 6 months from the date they are due for payment	1,61,89,781	3,23,39,570
Trade Receivable (overdue for a period exceeding six months)	72,69,304	73,28,064
	2,34,59,085	3,96,67,634
19 CASH & BANK BALANCES		
(i) Cash and Cash Equivalents		
(a) Balances with Banks	16,24,296	7,15,787
(b) Cash on Hand (as certified by management)	14,01,738	7,42,252
(ii) Other Bank Balances		
(a) Balance with Bank held as Margin Money	14,75,175	27,99,712
(b) Bank Deposits held as collateral	95,36,100	84,04,100
(c) Other Bank Deposits	2,32,542	2,32,542
Other bank balances include deposits with maturity period of more than 12 months amounting to Rs.26,65,923 /- (P.Y Rs.84,04,100/-)		
	1,42,69,851	1,28,94,393
20 SHORT TERM LOANS & ADVANCES		
Advances recoverable in cash or in kind or value to be received (Unsecured, considered Good)	2,01,67,858	1,34,60,165
Other Advances (Unsecured, Considered Good)		
Export Incentive Receivable	4,60,282	4,60,282
Advance Tax & TDS	22,39,798	19,94,201
Prepaid Expenses	14,71,839	7,47,089
Input Tax Credit Account	3,74,723	6,53,606
Rent Receivable	82,752	65,223
Income Tax Refundable	8,10,255	13,19,753
TDS Receivable from parties	-	4,760
	2,56,07,507	1,87,05,079
21 OTHER CURRENT ASSETS		
Preliminary Expenses	10,621	21,241
Less: Non-Current preliminary Expenses	-	10,620
	10,621	10,621

Notes on Consolidated Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

	For the year ended 31st March, 2016	For the year ended 31st March, 2015
22 REVENUE FROM OPERATIONS		
(I) Sales of Products		
A. Exports:		
Tea	1,23,70,500	1,41,41,695
Coal	2,30,34,157	40,57,500
Misc. Items	-	45,71,950
B. High Sea Sales		
Logs/ Fibre Board	1,24,15,562	49,20,973
C. Domestic		
Tea	9,30,90,444	5,15,05,742
Iron & Steel	8,88,01,979	8,77,84,592
Garments	5,57,81,290	8,97,10,358
Wax	-	42,30,000
Misc. Items	-	8,26,800
Shares	89,71,700	66,66,990
Fibre Board	-	3,15,66,271
(ii) Other Operating Revenues		
Export Incentive	-	19,02,522
	29,44,65,632	30,18,85,393

23 OTHER INCOME		
Agricultural Income	2,74,248	1,64,522
Interest on Loan	5,09,132	1,40,012
Interest on bank deposit	7,33,882	13,66,343
Interest on IT Refund	30,601	62,752
Gain on Forex fluctuation, Derivatives & forward contract	2,85,318	1,81,799
Profit on Sale of Current Investments	-	38,35,612
Profit on Sale of Fixed Assets	94,27,659	-
Miscellaneous Receipts	8,93,481	7,36,774
Rent Received	23,15,676	17,16,968
Sundry Balances Written Back	-	20,47,950
Share of profit/(loss) from Associate	1,54,11,714	76,39,460
	2,98,81,711	1,78,92,192

Notes on Consolidated Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

	For the year ended 31st March, 2016	For the year ended 31st March, 2015
24 PURCHASES OF STOCK IN TRADE		
Tea	8,82,04,667	5,32,82,138
Iron & Steel	8,81,08,656	8,66,50,761
Logs	1,21,72,119	3,23,06,684
Garments	5,19,29,079	8,48,15,689
Coal	-	3,45,15,000
Coal (Purchase Return)	(35,10,000)	-
Misc. Items	-	49,60,000
Shares	46,05,263	1,80,60,900
	24,15,09,784	31,45,91,172

25 CHANGES IN INVENTORIES OF STOCK IN TRADE		
Opening Stock	9,10,42,019	5,53,78,865
Less: Closing Stock	4,39,81,352	9,10,42,019
Decrease/(Increase)	4,70,60,667	(3,56,63,154)

26 EMPLOYEE BENEFITS EXPENSE		
Salaries and wages	35,29,547	42,29,684
Contribution to Provident Funds and Other Funds	3,78,790	4,74,900
Staff Welfare Expenses	3,398	49,397
	39,11,735	47,53,981

As per Accounting Standard 15 "Employee benefits", the disclosure as defined in the Accounting Standard are given below:

Provident fund and Pension fund are defined contribution schemes and the contributions thereto are charged to Statement of Profit & Loss for the year when the contributions to the respective funds are paid/due.

Group Gratuity Fund is defined contribution scheme. In case of Defined Benefit Plans, the cost of providing the benefit is determined using the Projected Unit Credit Method with actuarial valuation being carried out at each Balance Sheet date.

Particulars	As at 31.03.2016	As at 31.03.2015
(i) Reconciliation of opening and closing balances of defined benefit obligation		
Present Value of Obligation at Beginning of year	15,89,200	14,05,655
Interest Cost	1,18,482	1,12,452
Current Service Cost	1,16,852	1,11,601
Benefits Paid	(2,16,346)	-
Actuarial (gain)/loss on Obligations	(1,67,641)	(40,508)
Present Value of Obligation at end of Year	14,40,547	15,89,200
(ii) Reconciliation of Opening and closing balances of fair value of plant Asset:		

Notes on Consolidated Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

Particulars	As at 31.03.2016	As at 31.03.2015
Fair Value of Plan Asset at Beginning of year	14,95,858	11,24,085
Expected Return on Plan Asset	1,19,669	89,927
Contributions	52,196	2,53,555
Benefits Paid	(2,16,346)	-
Actuarial gain/(loss) on Plan Asset	(6,502)	28,291
Fair Value of Plan Asset at end of Year	14,44,875	14,95,858
(iii) Reconciliation of present value of Obligation and Fair value of Assets:		
Present Value of obligation at end of year	14,40,547	15,89,200
Fair Value of Plan Asset at end of Year	14,44,875	14,95,858
Funded Status	4,328	(93,342)
Net Asset (Liability) Recognized in Balance Sheet	4,328	(93,342)
(iv) Total expense recognized in Statement of Profit/Loss during the year		
Current Service Cost	1,16,852	1,11,601
Interest Cost	1,18,482	1,12,452
Expected Return on Plan Asset	1,19,669	89,927
Actuarial Gain/(Loss) recognized in the year	(1,61,139)	(68,799)
Expense recognized in statement of Profit & Loss	(45,474)	65,327
(v) The financial assumption employed for the calculations are as follows:		
Mortality Table	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
Superannuation Age	60 Yrs	60 Yrs
Early Retirement & Disablement	10 Per Thousand P.A.	10 Per Thousand P.A.
	6 above age 45	6 above age 45
	3 between age 29 & 45	3 between age 29 & 45
	1 below age 29	1 below age 29
Discount Rate	8%	8%
Inflation Rate	6%	6%
Return on Asset	8%	8%
Remaining Working Life	8 Yrs	7 Yrs
Formula	Projected Unit Credit Method	Projected Unit Credit Method
(vi) Movements in the Liability Recognized in Balance Sheet		
Opening Net Liability	93,342	2,81,570
Expenses as above	(45,474)	65,327
Contributions	52,196	2,53,555
Closing Net Liability	(4,328)	93,342
Closing Fund/ Provision at end of year	14,40,547	15,89,200

Notes on Consolidated Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

	For the year ended 31st March, 2016	For the year ended 31st March, 2015
27 FINANCE COSTS		
Interest Expenses	56,66,524	74,88,022
Bank Charges	7,62,182	14,59,549
	64,28,706	89,47,571

28 DEPRECIATION & AMORTIZATION EXPENSES		
Depreciation and Amortisation	47,22,696	57,30,349
Less : Adjustment of Depreciation on write up value of assets	26,28,618	26,21,624
	20,94,078	31,08,725

29 OTHER EXPENSES		
Advertisement & Sponsorship	2,04,574	1,06,335
Auditor's Remuneration	1,48,850	1,46,068
Blending Charges	2,36,500	-
Business Promotion Expenses	3,91,017	4,75,216
Clearing & Forwarding Charges	1,236	4,61,030
Consultancy Charges	94,996	1,46,625
Electricity Charges	3,50,247	3,11,571
Freight Expenses	2,76,065	43,91,608
Inspection & testing	-	11,236
Insurance	2,42,398	5,38,373
Legal & Listing Expenses	6,22,094	6,36,322
Local Transportation Charges	22,050	-
Misc. Expenses	4,82,931	4,71,606
Office Expenses	4,00,147	4,52,089
Postage & Courier Charges	34,919	19,750
Printing & stationery	1,45,593	87,893
Rent,Rates & Taxes	6,69,519	4,87,797
Repairs & Maintenance	63,309	5,20,599
Subscription & Donation	4,11,522	3,79,377
Telephone Expense	1,57,663	1,57,290
Travelling & conveyance	10,11,714	6,12,421
Vehicle Maintenance Charges	4,43,189	2,67,153
Warehousing Charges	-	1,12,000
	64,10,533	1,07,92,359

30 EARNING PER SHARE (EPS)		
i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹)	1,63,12,206	1,23,08,754
ii) Weighted Average number of equity shares	1,00,00,000	1,00,00,000
iii) Basic and Diluted Earning per share (₹)	1.63	1.23
iv) Face Value per equity share (₹)	10	10

Notes on Consolidated Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

	For the year ended 31st March, 2016	For the year ended 31st March, 2015
31 AUDITORS REMUNERATION		
i) Statutory Audit Fees	1,20,225	1,17,978
ii) Tax Audit Fees	28,625	28,090
	1,48,850	1,46,068
32 VALUE OF IMPORTS ON CIF BASIS		
Fibre Boards	1,21,72,119	1,27,51,350
	1,21,72,119	1,27,51,350
33 EXPENDITURE IN FOREIGN CURRENCY		
Travelling Expenses	2,82,205	-
	2,82,205	-
34 EARNINGS IN FOREIGN EXCHANGE		
Export of Goods on FOB Basis	2,27,58,092	2,23,74,308
	2,27,58,092	2,23,74,308

35. a) The parent company has acquired the subsidiary companies (Sarita Nupur Vyappar Private Limited and Greenol Laboratories Private Limited) during the financial year 2009-10 and an amount of ₹ 3,32,32,437/- has been recognized as goodwill in the consolidated Financial Statements.

36. Intra group transactions include rent payment, interest on loan and security deposit, the transactions have been executed at prevailing market prices therefore no unrealized profit is required to be eliminated from the same.

37. The Profit of ₹ 94,27,659/- on sale of Depreciable assets is included under Other Income instead of Exceptional Items.

38. Contingent Liabilities not provided for

Disputed Demands not acknowledged as debts-	2015-16	2014-15
Demand under Income Tax Act, 1961 for Assessment years 2008-09, 2009-10, 2010-11, 2011-12, 2012-13, 2013-14 and 2014-15, the matter is pending before Commissioner of Income Tax (Appeals)	1,17,64,484	Nil

39. The Holding Company has provided/written off for the loss of inventory of coal due to flood amounting to ₹ 1,89,00,000/- from the stock as claims filed with the insurance company was subsequently rejected.

40. (a) As per the policy of management each year actual bad debts are ascertained after due consideration and they are written off wherever found necessary.

(b) Some of the balances of Loans, Debtors, Creditors and Deposits & Advances are subject to confirmation from the respective parties.

Notes on Consolidated Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

41. The parent company has non-current investments in Unquoted Equity shares amounting to ₹ 2,05,84,610/-. The said investments continue to be valued at cost. Due to non-availability of audited financial statements for the financial year 2015-16, the company has relied on the audited financial statements for the year ended 31st March, 2015 where there is a decline in the value of the investment amounting to ₹ 39,20,000. However, the company has not made provision for diminution in value of investment as required under Accounting Standard 13 as in the view of the management these investments are long term and such diminution is temporary in nature. The value of investment of subsidiary not audited by us has been considered on the basis of audited financial statements.

42. Segment Reporting as per AS-17 issued by ICAI:

Particulars	Domestic	International	Unallocated	Total
Segment Revenue				
Sales	24,66,45,413	4,78,20,219	-	29,44,65,632
	(27,22,90,753)	(2,76,92,118)	(-)	(29,99,82,871)
Other Income	1,36,03,613	1,62,78,097	-	2,98,81,711
	(90,11,022)	(1,07,83,692)	(-)	(1,97,94,714)
Total	26,02,49,026	6,40,98,316	-	32,43,47,343
	(28,13,01,775)	(3,84,75,810)	(-)	(31,97,77,585)
Segment Expenses	25,79,33,350	4,94,82,153	-	30,74,15,503
	(27,86,37,865)	(2,78,92,789)	(-)	(30,65,30,654)
Segment Results	23,15,676	1,46,16,163	-	1,69,31,840
	(26,63,910)	(1,05,83,021)	(-)	(1,32,46,931)
Segment Assets	19,52,17,323	76,48,226	16,29,41,315	36,58,06,864
	(24,00,04,138)	(77,06,986)	(16,29,41,315)	(41,06,52,439)
Segment Liability	20,15,06,864	-	16,43,00,000	36,58,06,864
	(24,63,52,439)	(-)	(16,43,00,000)	(41,06,52,439)
Cost to Acquire Tangible Fixed Assets	-	-	56,048	56,048
	(-)	(-)	(15,93,080)	(15,93,080)
Depreciation & Amortization Expenses	-	-	20,94,078	20,94,078
	(-)	(-)	(31,08,725)	(31,08,725)

Note:

- (a) The company is engaged in the business of sale of Made tea, Fibre Boards, Coal, Iron & Steel items, Garments, Trading in Securities, etc. The Products and their applications are homogeneous in nature. The business segments are organized as domestic and international on the basis of geographical segment.
- (b) Segment assets & liabilities, as well as revenue and expenses are directly attributable to the segment.
- (c) All unallocated assets and liabilities and revenue and expenses are treated separately.
- (d) There are no separate reportable secondary segments.
- (e) Accounting policies of the segment are the same as those described in Summary of significant accounting policies as set out in Note No. 1 of Schedule.

Notes on Consolidated Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

43. Related Party Disclosures:

As per Accounting Standard-18, the disclosures of transactions with the related parties are given below:

i) List of Related Parties where control exists with whom transactions have taken place and relationships:

Name of the Party	Nature of Relation
1. Asian Tea Co. Pvt Ltd	Associate
2. Hurdeodas Co. Pvt Ltd	Associate
3. Kesavatsapur Tea Company Pvt. Ltd.	Associate
4. Asian Capital Market Limited	Erstwhile Associate
5. Asian Housing & Infrastructure Pvt Ltd	Significant Influence of the Key Management Personnel (KMP)
6. Liable Vinimay Pvt Ltd	Significant Influence of the Key Management Personnel (KMP)
7. Mr. H.R.Garg	Key Management Personnel (KMP)
8. Mr. Sunil Garg	Key Management Personnel (KMP)
9. Mr. Rajesh Garg	Key Management Personnel (KMP)
10. Smt Rama Garg	Key Management Personnel (KMP)
11. Mr. Anand Kumar Jha	Key Management Personnel (KMP)

ii) Transactions during the year with Related Parties

Nature of Transaction	Associate	KMP & Significant Influence of the KMP	Total
1. Purchase of Tea	3,05,76,838	-	3,05,76,838
	(1,41,35,141)	-	(1,41,35,141)
2. Sale of Tea	5,62,12,238	-	5,62,12,238
	(1,69,75,593)	-	(1,69,75,593)
3. Sale of Shares	-	36,30,000	36,30,000
	(-)	(41,32,500)	(41,32,500)
4. Loan given/loan repayment	6,03,50,000	4,00,000	6,07,50,000
	(1,10,00,000)	(36,00,000)	(1,46,00,000)
5. Loan taken/ loan refund	7,21,30,750	3,45,000	7,24,75,750
	(1,10,00,000)	(91,65,000)	(2,01,65,000)
6. Interest on loan	-	1,99,508	1,99,508
	-	(5,98,000)	(5,98,000)
7. Outstanding balance of loan given	10,06,555	25,05,377	35,11,932
	(Nil)	(65,13,320)	(65,13,320)
8. Remuneration	-	23,16,900	23,16,900
	-	(28,02,000)	(28,02,000)
9. Purchase of Shares	-	14,49,000	14,49,000
	-	(Nil)	(Nil)
10. Sitting Fees	-	1,500	1,500
	-	(14,250)	(14,250)

Notes on Consolidated Financial Statements as at and for the year ended March 31, 2016 (Contd.)

(Amount in ₹)

44. Based on the intimation received by the company none of the suppliers have confirmed to be registered under "The Micro, Small and Medium Enterprises Development Act 2006. Accordingly the disclosures relating to amounts unpaid as at the year ended together with interest paid or payable is not required to be furnished.

45. Additional information:

Name of the entity	Net Asset, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net asset	Amount (Rs.)	As % of consolidated profit or loss	Amount (Rs.)
1	2	3	4	5
Subsidiaries				
Indian				
1. Sarita Nupur Vyappar Pvt Ltd	11.61%	3,77,94,338.00	(5.42)%	(8,84,254.00)
2. Greenol Laboratories Pvt Ltd	14.91%	4,85,14,690.88	0.71%	1,15,039.00
Minority Interest in subsidiaries				
Indian				
1. Sarita Nupur Vyappar Pvt Ltd	Nil	Nil	Nil	Nil
2. Greenol Laboratories Pvt Ltd	Nil	Nil	Nil	Nil
Associates (Investment as per the equity method)				
Indian				
1. Asian Tea Company Pvt Ltd	19.93%	6,48,63,249.78	98.04%	1,59,92,779.00
2. Hurdeodass Co. Pvt Ltd	5.20%	1,69,31,198.59	(5.19)%	(8,46,994.00)
3. Kesavatsapur Tea Company Pvt Ltd	10.16%	3,30,58,137.21	1.63%	2,65,928.00

46. The information as required to be furnished pursuant to the General Instructions to Part I & Part II of the Schedule III to the Companies Act, 2013 have been given to the extent applicable.

Signature to Notes "1" to "46"

For & on behalf of the Board

As per our Report of even date

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm Registration No. 316112E

H. R. Garg
Managing Director

Sunil Garg
Chairman cum Wholetime Director

M. Agarwal
Partner
Membership No. 52474

C. S. Surana **Sushil Kumar Nevatia**
Director Director

Manash Kumar Banerjee
Director

Place : Kolkata
Dated : 27th May, 2016

Anand Kumar Jha
Company Secretary

Rajesh Garg
Chief Financial Officer

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Amount in ₹)

Sl. No.	Particulars	Details	Details
1.	Name of the subsidiary	Sarita Nupur Vyappar Pvt Ltd	Greenol Laboratories Pvt Ltd
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable	Not Applicable
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable	Not Applicable
4.	Share capital	32,25,000.00	98,00,000.00
5.	Reserves & surplus	3,45,69,338.00	3,87,14,690.88
6.	Total assets	4,20,97,823.00	6,05,86,698.88
7.	Total Liabilities	43,03,485.00	1,20,72,088.00
8.	Investments	47,55,930.00	1,61,38,677.00
9.	Turnover	12,10,972.00	16,24,944.00
10.	Profit before taxation	(8,59,664.00)	2,44,192.00
11.	Provision for taxation	Nil	50,000.00
12.	Profit after taxation	(8,84,254.00)	1,15,039.00
13.	Proposed Dividend	NIL	NIL
14.	% of shareholding	100%	100%

Part "B": Associates and Joint Ventures

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

Name of associates	Asian Tea Company Pvt Ltd	Hurdeodass Co. Pvt Ltd	Kesavatsapur Tea Company Pvt Ltd
1. Latest audited Balance Sheet Date	31st March, 2016	Un-Audited Provisional	31st March, 2016
2. Shares of Associate held by the company on the year end			
No. of Shares	1,98,125	99,000	31,00,000
Amount of Investment in Associate	2,50,75,000.00	99,42,500.00	3,10,00,000.00
Extend of Holding (%)	40.43%	27.19%	40.79%
3. Description of how there is significant influence	By virtue of 40.43% Shareholding	By virtue of 27.19% Shareholding	By virtue of 40.79% Shareholding
4. Reason why the associate is not consolidated	Not Applicable	Not Applicable	Not Applicable
5. Net worth attributable to shareholding as per latest audited Balance Sheet	6,48,63,249.78	1,69,31,198.59	3,30,58,137.21
6. Profit/(Loss) for the year	3,95,53,120.00	(31,15,145.00)	6,51,952.00
i. Considered in Consolidation	1,59,92,779.00	(8,46,994.00)	2,65,928.00
ii. Not Considered in Consolidation	2,35,60,341.00	(22,68,151.00)	3,86,024.00

For & on behalf of the Board

H. R. Garg

Managing Director

Sunil Garg

Chairman cum Wholetime Director

C. S. Surana

Director

Sushil Kumar Nevatia

Director

Manash Kumar Banerjee

Director

Anand Kumar Jha

Company Secretary

Rajesh Garg

Chief Financial Officer

Place : Kolkata

Dated : 27th May, 2016



ASIAN TEA & EXPORTS LIMITED

“Sikkim Commerce House”

4/1, Middleton Street, Kolkata - 700 071, India

Phone : (91-33) 4006-3601/3602

Fax : (91-33) 2280 3101

E-mail : info@asianteaexports.com

Website : www.asianteaexports.com

Asian Tea & Exports Limited

CIN: L24219WB1987PLC041876

Regd. Office: 4/1, Middleton Street, Sikkim Commerce House, Kolkata – 700 071

ATTENDANCE SLIP

I/We hereby record my presence at the 30th Annual General Meeting of the Company held on Friday, August 26, 2016 at 10.00 A.M. at H4/93A, B.B.T.Road, New Chakmir, Maheshtalla, Kolkata - 700 141.

Folio/DP ID & Client ID No.:

Share Holding :

Serial No.:

Name:

Name(s) of joint Holder(s), if any:

Address:

Name of Proxy (in BLOCK LETTERS)

Signature of Shareholder/Proxy Present

Note: Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	User ID	Password

Please refer to the AGM Notice for e-voting instruction.

The e-voting facility will be available during the following voting period:

Commencement of Remote E-voting	End of E-voting
9.00 a.m. (IST) on August 23, 2016	5.00 p.m. (IST) on August 25, 2016

Asian Tea & Exports Limited

CIN: L24219WB1987PLC041876

Regd. Office: 4/1, Middleton Street, Sikkim Commerce House, Kolkata – 700 071

PROXY FORM – MGT.11

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

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No/DP ID & Client ID :

I/We, being the Member(s) of Asian Tea & Exports Limited, holding.....Equity Shares of the above named Company, hereby appoint :

(1) NameAddress.....

E-mail Id.....Signature.....or failing him/her

(2) NameAddress.....

E-mail Id.....Signature.....or failing him/her

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

E-mail Id.....signature.....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Friday, August 26, 2016 at 10.00 A.M at H4/93A, B. B. T. Road, New Chakmir, Maheshtalla, Kolkata - 700 141 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Type of Resolution	Optional *		
			For	Against	Abstain
Ordinary Business					
1.	Adoption of the Audited Balance Sheet as at 31 st March, 2016 and the Statement of Profit & Loss for the year ended on that date together with the Director's Report and the Auditor's Report thereon.	Ordinary			
2.	To appoint a Director in place of Smt. Rama Garg who retires by rotation and being eligible offers herself for re-appointment.	Ordinary			
3.	Ratification of Appointment of Statutory Auditors & fixing their remuneration.	Ordinary			

Signed thisday of2016

Member's Folio / DP ID & Client ID No.....Signature of Shareholder(s).....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp

Note : 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

*2. It is optional to put a 'X' in the appropriate column against the Resolutions indicated to the Box. If you leave the 'For' or 'Against' column blank against any or all 'Resolutions' your proxy will be entitled to vote in the manner as he/she thinks appropriate.