



**NORBEN TEA & EXPORTS LTD.**



*Annual Report 2014-2015*



## BOARD OF DIRECTORS

Mr. M. K. Daga

**Chairman & Mg. Director**

Mr. S.N. Bardhan\*, **Non-Executive Director**

Mr. R.K. Jhalaria, **Independent Director**

Ms. Swati Sharma, **Independent Director**

Ms. Sweta Patodia, **Non-Executive Director**

Mr. Pawan Kothari

Company Secretary

## AUDITORS

M/s.Goenka Shaw & Co.

Chartered Accountants

Kolkata

## BANKER

State Bank of India

## REGISTRAR & SHARE TRANSFER AGENT

C.B. Management Services (P) Limited

## NORBEN TEA & EXPORTS LIMITED

CIN : L01132WB1990PLC048991

REGISTERED OFFICE & ADMINISTRATIVE OFFICE

15-B, Hemanta Basu Sarani, 3rd Floor, Kolkata-700001

Phone: 2210 0553, Fax: 2210 0541

E-mail: [enquiry@norbentea.com](mailto:enquiry@norbentea.com)

Website: [www.norbentea.com](http://www.norbentea.com)

## PLANTATION & FACTORY:

P.O.Kuripara,

Dist.Jalpaiguri, Pin-735 132, West Bengal

\* Since deceased on 1st June, 2015



## **NOTICE**

NOTICE is hereby given that the 25<sup>th</sup> Annual General Meeting of the Members of the Company will be held at **G.D.Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata-700019** on Friday, the 31<sup>st</sup> July, 2015 at 10.30 a.m. to transact the following business:

1. To receive, consider and adopt the Statement of Profit & Loss of the Company for the year ended 31<sup>st</sup> March, 2015 and the Balance Sheet as at that date and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Ms. Sweta Patodia (holding DIN:06869426), who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint M/s. Goenka Shaw & Co., Chartered Accountants (F R No.319075E) as Statutory Auditors of the Company and to fix their remuneration.

By Order of the Board  
For **NORBEN TEA & EXPORTS LTD.**

Regd.Office:  
15B, Hemanta Basu Sarani,  
3rd Floor, Kolkata-700001.  
Date : 22<sup>nd</sup> June, 2015.

**M.K.DAGA**  
(Mg.Director)

### **IMPORTANT NOTES:**

1. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 25<sup>th</sup> July, 2015 to Friday, 31<sup>st</sup> July, 2015 (both days inclusive) for annual closing.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.  
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.  
The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Members holding shares in physical mode are requested to intimate changes in their address alongwith proof of address/bank mandate to the Registrar and Share Transfer Agents (RTA), M/s C.B. Management Services (P) Ltd. Members holding shares in electronic mode are requested to send the intimation for change of address / bank mandate to their respective Depository Participant.
4. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's RTA, enclosing their share certificates to enable the Company to consolidate their holdings into a single folio.
5. Shareholders are also requested to take immediate action to demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory demat mode as per the regulation of SEBI and also to prevent any loss of physical Share Certificate (if already complied with, please ignore this).
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the R&T Agent or to the Registered Office of the Company.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Director seeking re-appointment at the Annual General Meeting, forms integral part of the notice. The Director has furnished the requisite declaration for her re-appointment.
9. Electronic copy of the Notice and Annual Report of the 25<sup>th</sup> 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 Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice and Annual Report of the 25<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

10. The financial statements, auditors' report and every other document annexed to the financial statements which will be laid at the Annual General Meeting, will be available for inspection at the Registered Office of the Company during working hours for period of 21 days before the date of the Annual General Meeting i.e. from 10<sup>th</sup> July, 2015.
11. Members holding shares in physical form can now avail the facility of nomination in respect of shares held by them pursuant to the Companies Act, 2013. The prescribed Form (Form SH 13) can be obtained from the Share Department of the Company. Members desiring to avail this facility, may send their Nomination Form (in duplicate) duly filled in, to the Company or its Share Transfer Agents M/s. C.B. Management Services (P) Limited, P-22, Bondel Road, Kolkata – 700 019, by quoting their respective Folio Numbers.
12. Members can now get their e-mail address registered with the Company if they want to receive the notices of the Company, for holding general meetings, postal ballot and any other purpose, through electronic mode in pursuance to 'Green Initiative' taken by the Company.

Shareholders holding shares in physical mode are requested to visit the following webpage to register their e-mail ID and exercise their option accordingly:-

[www.cbmsl.com/green.php](http://www.cbmsl.com/green.php)

Shareholders holding shares in demat mode and intending to receive the Annual Reports in physical form may likewise visit the above mentioned webpage to exercise their option.

13. Members may also note that the Notice of the 25<sup>th</sup> Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website [www.norbentea.com](http://www.norbentea.com) for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [investorcare@norbentea.com](mailto:investorcare@norbentea.com).
14. **Voting at the AGM**

Remote Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 25<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-Voting Services provided by Central Depository Services Limited (CDSL):

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 28<sup>th</sup> July, 2015 (9:00 am) and ends on 30<sup>th</sup> July, 2015 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24<sup>th</sup> July, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



(vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> i.e. Norben Tea & Exports Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



- II. As the voting would be through electronic means, the members who do not have access to e-voting, may requisite a Physical Ballot Form from the Company. You are required to fill in the ballot form and enclose it in a sealed envelope and send it to the Scrutinizer. Unsigned, incomplete or incorrectly ticked forms shall be rejected. The ballot must be received by the Scrutinizer on or before **30<sup>th</sup> July, 2015 (5:00 pm)**. The Scrutinizer's decision on the validity of the forms will be final. Members are required to vote only through the electronic system or through ballot only and in no other form. In the event a member casts his votes through both the processes, the votes in the electronic system would be considered and the ballot vote would be ignored.
  - III. Facility for voting through physical ballot paper / polling paper will also be available at the AGM and members attending the meeting, who have not already cast their vote by remote e-voting, shall be able to exercise their right at the meeting.  
Members who have cast their vote by remote e-voting prior to the AGM and are attending the meeting will not be entitled to cast their vote again.
  - IV. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 24<sup>th</sup> July, 2015, are requested to send the written / email communication to the Company at investorcare@norbentea.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
  - V. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
  - VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 24<sup>th</sup> July, 2015.
  - VII. Ms. Swati Bajaj, of P.S. & Associates, Practising Company Secretaries, (Membership No. ACS:13216) (Address: 225D, AJC Bose Road, 3<sup>rd</sup> Floor, Kolkata - 700020) has been appointed as the Scrutinizer to scrutinize the remote e-voting process (including the physical ballots received from members who don't have access to the remote e-voting process) and voting at the AGM in a fair and transparent manner.
  - VIII. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company.
  - IX. The Chairman shall declare the result forthwith. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.norbentea.com and on the website of CDSL and communicated to CSE Limited, immediately.
15. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION AT THE MEETING.

**ATTENDANCE WILL START AT 9.30 A.M.**

**ANNEXURE TO ITEM NO.2 OF THE NOTICE**

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING OF THE COMPANY AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT:**

**Re-appointment of Ms. Sweta Patodia**

In terms of Section 149, 152 and any other applicable provisions of the Companies Act, 2013, effective from 1<sup>st</sup> April, 2014, for the purpose of determining the directors liable to retire by rotation, the Independent Directors shall not be included in the total number of directors of the Company.

Ms. Sweta Patodia shall accordingly retire at the forthcoming Annual General Meeting and being eligible offers herself for re-appointment.

Ms. Patodia joined the Board of Directors as a Non-Executive Additional Director from 26<sup>th</sup> May, 2014 and was appointed as a Non-Executive Director at the Company's Annual General Meeting held on 30<sup>th</sup> July, 2014.

Ms. Patodia is the Member of the Stakeholders Relationship Committee and Share Transfer Committee of the Board of Directors of the Company.

Ms. Patodia is an Associate member of Institute of Chartered Accountants of India and an Associate member of Institute of Company Secretaries of India. She is presently working with Moody's Investors Service Singapore Pvt. Ltd.

Ms. Patodia does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

She is not a Director or a Member in any other Company in India.

Upon her re-appointment as a Director, Ms. Patodia shall continue to hold office as a Non-Executive Director subject to retirement by rotation.

Accordingly, the Board recommends her re-appointment.

Except Ms. Patodia, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in Item No.2.

By Order of the Board  
For **NORBEN TEA & EXPORTS LTD.**

Regd. Office:  
15B, Hemanta Basu Sarani,  
3rd Floor, Kolkata-700001.  
Date : 22<sup>nd</sup> June, 2015.

**M.K.DAGA**  
(Mg. Director)



**USAGE OF ELECTRONIC PAYMENT MODES FOR MAKING  
CASH PAYMENTS TO THE INVESTORS**

We would like to request you to please go through the below mentioned points and take action immediately to safeguard your interest.

In terms of Circular No.CIR/MRD/DP/10/2013 dated 21<sup>st</sup> March, 2013 issued by SEBI, henceforth, payment of dividend, if any, will be made electronically, through ECS/RTGS/NEFT etc.

**For shareholders holding shares in demat form**

Please send your correct bank details (including MICR No. and IFSC Code) to your Depository Participant.

**For shareholders holding shares in physical form**

Please send your correct bank details (including MICR No. and IFSC Code) alongwith a cancelled cheque to the Registrars and Transfer Agent (RTA) of the Company at the undernoted address

RTA : C.B.Management Services (P) Limited  
Address : P-22, Bondel Road, Kolkata-700019  
Telephone: 4011 6700; Fax: 4011 6739  
E-mail: rta@cbmsl.com

**In cases where either the bank details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. that are required for making electronic payment are not available or the electronic payment instructions have failed or have been rejected by Bank, Companies or their RTA & STA may use physical payment instruments for making cash payments to the investors. Companies shall mandatorily print the bank account details of the investors on such payment instruments.**

We shall be thankful if our valued Shareholders take necessary action positively by 24<sup>th</sup> July, 2015.

By Order of the Board  
For **NORBEN TEA & EXPORTS LTD.**

Regd.Office:  
15B, Hemanta Basu Sarani,  
3rd Floor, Kolkata-700001.  
Date : 22<sup>nd</sup> June, 2015.

**M.K.DAGA**  
(Mg.Director)



## REPORT BY BOARD OF DIRECTORS

### TO THE MEMBERS

Your Directors present the Twenty Fifth Annual Report together with the Audited Accounts for the Financial Year ended 31<sup>st</sup> March, 2015.

### EXTRACT OF THE ANNUAL RETURN

The extract of the Annual Return as provided u/s 92(3) of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, is given as **Annexure A** in the **Annexure forming part of this Report**.

### NO. OF MEETINGS OF THE BOARD

The Board of Directors have met 5 (five) times during the Financial Year ended 31<sup>st</sup> March, 2015.

### DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of the Section 134(3)(c) & 134(5) of the Companies Act, 2013, your Directors confirm that:

1. Applicable accounting standards have been followed in the preparation of the Annual Accounts for the year ended 31<sup>st</sup> March, 2015 with proper explanation relating to material departures.
2. Accounting policies have been selected and applied consistently and judgments and estimates have been made which are reasonable and prudent and have been applied so as to give a true and fair view of the state of affairs of the Company in respect of the financial year ended 31<sup>st</sup> March, 2015 and of the profit of the Company for that period.
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. Annual Accounts for the year ended 31<sup>st</sup> March, 2015 have been prepared on the basis of going concern concept.
5. The Directors have laid down the internal financial controls to be followed by the Company detailing the policies and procedures and these internal financial controls are adequate and are being operated effectively.
6. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

### DECLARATION BY INDEPENDENT DIRECTORS

Every Independent Director has, at the first meeting of the Board and also at the first meeting of the Board after his/her appointment, in the financial year 2014-2015, given a declaration as required u/s.149 of the Companies Act, 2013 that he/she meets the criteria of Independence.

### POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION ETC.

The Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided u/s.178(3) of the Companies Act, 2013 is given as **Annexure B** in the **Annexure forming part of this Report**.

### DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Ms. Sweta Patodia retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.

### AUDITORS

Messers Goenka Shaw & Co., Chartered Accountants, the Statutory Auditors of the Company retire at the forthcoming Annual General Meeting and are eligible for re-appointment.

### AUDITORS' REPORT

The report by the Auditors is self explanatory and has no qualification, reservation, adverse remark or disclaimer; hence no explanation or comments by the Board were required.

### SECRETARIAL AUDIT REPORT

The Secretarial Audit Report by the Company Secretary in Practice is self explanatory and is given as **Annexure C** in the **Annexure forming part of this Report**.

Further, this report has no qualification, reservation, adverse remark or disclaimer; hence no explanation or comments by the Board were required.

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS u/s 186 OF THE COMPANIES ACT, 2013

During the year from 01/04/2014 to 31/03/2015	:	NIL
The position as on 31/03/2015 and as on 31/03/2014	:	refer note nos. 12.0, 13.0 and 17.0





**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013 AND/OR IN THE FORM AOC-2**

During the year the Company had a transaction which is not a contract or arrangement. This transaction was at arm's length and in the ordinary course of business and is covered under 3<sup>rd</sup> proviso to sec 188(1) which reads as "nothing in this sub-section shall apply to any transactions entered into by the company in its ordinary course of business other than transactions which are not on an arm's length basis", is given in Form AOC-2 as **Annexure D** in the **Annexure forming part of this Report**.

**STATE OF COMPANY'S AFFAIRS/FINANCIAL SUMMARY OR HIGHLIGHTS**

<b>FINANCIAL SUMMARY</b>	<b>Current Year Rs. in thousand</b>	<b>Previous Year Rs. in thousand</b>
Total Revenue	<b>43468</b>	45053
Prior Period Item	<b>3</b>	1950
Profit before Finance Cost, Depreciation and Taxation	<b>8623</b>	8443
Less : Finance Cost	<b>3268</b>	2987
Profit/ (Loss) before Depreciation and Tax	<b>5355</b>	5456
Less : Depreciation	<b>2306</b>	3204
Profit/ (Loss) before tax	<b>3049</b>	2252
Less/(Add) : Provision of Deferred Tax Charge/(Credit)	<b>798</b>	977
Profit/ (Loss) after tax	<b>2251</b>	1275
Add : Balance brought forward from previous year	<b>17037</b>	16644
Surplus available for Appropriation	<b>19288</b>	17919
Less : Deferred Tax Charge for the earlier years	<b>—</b>	882
	<b>19288</b>	17037
Appropriations :		
Transferred to General Reserve	<b>2500</b>	—
Ballance carried to Balance Sheet	<b>16788</b>	17037

**AMOUNTS, IF ANY, PROPOSED TO BE CARRIED TO ANY RESERVES**

Appropriation amounts proposed to be transferred to General Reserve : Rs.25,00,000/-

**AMOUNT IF ANY RECOMMENDED TO BE PAID BY WAY OF DIVIDEND** : NIL

**OPERATIONS & PROSPECTS**

During the year there has been increase in tea production at Norben and slight increase in profit.

Employee cost has increased at a record rate as decided by Tripartite Agreement between Workers Association, State Government and Representatives of Industry, resulting in payment of arrear wages and further increased wages in the current year.

**MATERIAL CHANGES, IF ANY**

Material changes and commitments, affecting the financial position of the company, have not occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

**CONSERVATION OF ENERGY, ABSORPTION OF TECHNOLOGY, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information pursuant to Section 134(3)(m) of the Companies Act, 2013 and Rule 8 of Companies (Accounts) Rules, 2014, is given as **Annexure E** in the **Annexure forming part of this Report**.

**RISK MANAGEMENT POLICY**

The Board of Directors of the Company has developed and implemented a risk management policy for the Company including identification therein of elements of risk, which in the opinion of the Board, may threaten the existence of the Company.



#### **POLICY ON CORPORATE SOCIAL RESPONSIBILITY**

The level of operations of the Company does not conform to the minimum threshold of Corporate Social Responsibility reporting.

#### **FORMAL ANNUAL EVALUATION OF BOARD**

Formal annual evaluation by the Board of its own performance and that of its committees and individual directors had been done during the year in the manner stated in the Criteria for Performance Evaluation of the Directors of the Company as framed by the Nomination and Remuneration Committee of the Company as given as **Annexure F** in the **Annexure forming a part of this Report**.

#### **CHANGE IN THE NATURE OF BUSINESS**

There has been no change in the nature of Business of the Company.

#### **DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR**

The details of Directors who were appointed or have resigned during the year are covered under the Report on Corporate Governance.

The details of Key Managerial Personnel who were appointed or have resigned during the year are as follows:

Managing Director	:	Re-appointment of Mr. M.K.Daga as Managing Director vide resolution No. 7 passed at the Annual General Meeting held on 30 <sup>th</sup> July 2014.
Company Secretary	:	Re-appointment of Mr. Pawan Kothari as Company Secretary at Board of Directors meeting held on 26 <sup>th</sup> May 2014.
Chief Financial Officer	:	No Change

#### **NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR**

NIL

#### **DETAILS RELATING TO DEPOSITS COVERED UNDER OR WHICH ARE NOT IN COMPLIANCE WITH THE REQUIREMENTS OF CHAPTER V OF THE ACT**

NIL

#### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

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

Being a listed entity, the financial statements are passing through the Audit Committee and the processes of Internal and External (Tax, Cost and Statutory) Audits, before being approved at the meeting of the Board of Directors of the Company. The financial statements are regularly updated on the Company's website and available to all stakeholders.

#### **AUDIT COMMITTEE AS REQUIRED U/S.177(8) OF COMPANIES ACT, 2013**

The composition of the Audit Committee is covered under the report on Corporate Governance and which is a part of this report.

Further, during the year there was no recommendation of the Audit Committee which had not been accepted by the Board.

#### **VIGIL MECHANISM/WHISTLE BLOWER POLICY**

In pursuance to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for Directors and employees of the Company, to report genuine concerns has been established. The Vigil Mechanism/Whistle Blower Policy has been uploaded on the Company's website at [www.norbentea.com/pdf/vigil-blower.pdf](http://www.norbentea.com/pdf/vigil-blower.pdf).



**PARTICULARS OF DIRECTORS' REMUNERATION U/S.197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

S.No.	Name	Designation	% increase in remuneration	Ratio of the remuneration of each director : median remuneration of the employees
1	M. K. Daga	Mg. Director	NIL	8.40 : 1
2	S. N. Bardhan	Director	NIL	0.28 : 1
3	R. K. Jhalaria	Director	NIL	0.36 : 1
4	Swati Sharma	Director	NIL	0.29 : 1
5	Sweta Patodia	Director	NIL	0.15 : 1
6	Pawan Kothari	Company Secretary	NIL	—
7	Dipa Chatterjee Sarkar	CFO	15.60	—

The Company has 111 employees as on 31<sup>st</sup> March, 2015.

Percentage increase in the median remuneration of employees in the financial year : 17.15%

Average percentile increase in the salaries of employees compared with percentile increase in managerial remuneration is 1.10 : 1.

Wages of the Tea Garden employees are decided through a Tripartite Agreement between Workers Associations, State Government and Representatives of the Tea Industry. Remuneration paid to other Employees are fixed. No variable remuneration is paid. Remuneration paid is as per the Remuneration Policy of the Company.

The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year : N.A.

**Market Capitalization**

31-03-2014	31-03-2015	Variation
534 lacs	881 lacs	64.98%

**Price Earning Ratio**

31-03-2014	31-03-2015
41.36	39.47

Market quotation : -25% as per last traded price in comparison to the last public offer made by the Company (at Rs.10/- per share in 1994).

**PARTICULARS OF EMPLOYEES**

As on March 31, 2015 the Company did not have any employee in the category specified in Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**MANAGEMENT DISCUSSION AND ANALYSIS**

**a) Industry Structure & Developments**

India produced 1184.80 m.kgs. of Tea during the year 2014 as compared to 1200.41 m.kgs. in 2013. Indian Tea production was lower by 15.61 m.kgs. during the year 2014. The North Indian crop was lower by 15.00 m.kgs. while South Indian crop was estimated lower by 0.61 m.kgs. during the year 2014. The average price of Tea stood at Rs.115.35 per kg. in 2014 as against Rs.116.89 per kg. in 2013 representing a drop in Tea price by Rs.1.54 per kg. The main reason for the drop in the average price was the glut like situation in global market, depressing the auction price realization in almost all the auction centers.

Also, the basic wages of Tea Garden workers in West Bengal has been increased by 39.47% with retrospective effect from January 2014.

Tea is no longer under the exempted list of Agriculture Commodity so far as payment of Service tax is concerned. The resultant effect of this would be that Brokerage, Commission, Warehousing & Transportation would all be subject to service Tax @14% as soon as the President gives assent to the Budget.



**b) Opportunities, Threats, Risks & Concerns**

Because of the very small size of production the Company's teas are readily accepted in niche market for "NORBEN" created over the years.

All the plantations of Norben are of high yielding clones producing bright liquoring teas.

The age of the plantations is very young and provides a great advantage in terms of cost due to less disease and low maintenance cost due to vigorous health of the bush.

The Company has in place systems of Internal Control commensurate with the size of the Company and the nature of its business, which ensures that transactions are recorded, authorized and reported correctly apart from safeguarding its assets against loss from wastage, unauthorized use and removal.

The Internal Control System is supplemented by documented policies, guidelines and procedures. An extensive programme of review is carried out by the Company's Management cum Internal Audit team which submits detailed reports periodically to the Management.

Tea continues to enjoy the status of being the most popular beverage in the World.

The Tea Industry is largely dependent on the vagaries of nature. The Industry is highly labour intensive and is subject to stringent labour laws. Comparatively high labour costs, high social cost over most other tea producing countries, high infrastructure costs and the increasing energy and other input costs remain the major problems for the Indian Tea Industry. Shortage of labour during peak season is also a cause for concern.

These problems need to be addressed by improved productivity and energy conservation. The Tea Industry both in Assam and in West Bengal have discussed with the Trade Unions and implemented productivity linked wages for the tea workers with a view to regain the Industry's competitiveness in the global market.

The Special Purpose Tea Fund (SPTF) has been set up by Commerce Ministry to implement uprooting and replanting programme which would help improvement in the productivity and yield thereby reducing cost in the coming years.

The small tea growers and bought leaf factories form a considerable part of the Industry. A recent compilation of figures shows a total production of around 100 million kgs through these bought leaf factories in North India. There is a need to regulate these factories to maintain the quality. The Industry is also subject to taxation from the State Government as well as Central Government and while the level of direct taxes have come down over a period, some of the State levies like cess on green leaf and substantial increase in Land Revenue Charges put the industry at a very disadvantageous position.

**c) The Company is a Single Business Segment Company**

**d) Outlook**

An upsurge in demand from the domestic market should drive tea prices higher. Consumption of tea has increased compared to increase in production, which will improve realizations. However, India needs to take a number of initiatives to strengthen its position in the global market and address emerging markets by further improving the quality as well as packaging standards, thereby enhancing product quality.

**e) Internal control system and their adequacy**

The Company implemented internal control systems to ensure that all assets are safeguarded and protected against loss and that transactions are recorded and reported correctly. The internal control system is commensurate with the size and nature of the Company's business. The systems are regularly reviewed for effectiveness.

**f) Discussion on financial performance with respect to operational performance**

This has been covered in the Director's report specifically under the section on financial results and performance. The financial review for the year has also been separately covered in this Annual Report.

**g) Material developments in human resources/Industrial relations front, including number of people employed**

The Company emphasizes training and development for optimum results. The Company strives to maintain healthy industrial relations across its various locations and employees. The number of persons employed by the Company as on March 31, 2015 was 111.



**h) Cautionary Statement**

Statements in the Management Discussions and Analysis Report in regard to projections, estimates and expectations have been made in good faith. Many unforeseen factors may come into play and affect the actual results which could be different from what the Directors envisage in terms of future performance and outlook. Market data and product information contained in this Report have been based on information gathered from various published and unpublished reports, and their accuracy, reliability and completeness cannot be assured.

**AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

Certificate regarding compliance of conditions of corporate governance is given as **Annexure G** in the **Annexure forming part of this report**.

**STOCK EXCHANGE(S)**

The Company has completed the paper publications and other formalities for delisting from the other Stock Exchanges but is yet to receive their certificates of delisting.

For revocation of suspension in trading of Equity Shares of the Company at Bombay Stock Exchange, the Exchange has demanded a huge amount as reinstatement fees which is apparently not justified in terms of the Listing Agreement. Therefore, the Company has taken legal opinion and has been advised to move the matter at Securities Appellate Tribunal, Bombay, pending correspondence with Bombay Stock Exchange to resolve the issue.

**APPRECIATION**

The Directors wish to place on record their appreciation for the support received from the Local Gram Panchayat, Government Departments, Banks, Stakeholders and all others.

By Order of the Board  
For **NORBEN TEA & EXPORTS LTD.**

Regd.Office:  
15B, Hemanta Basu Sarani,  
3rd Floor, Kolkata-700001.  
Date : 14<sup>th</sup> May, 2015.

**M.K.DAGA**  
(Chairman & Mg.Director)



**ANNEXURE TO REPORT BY BOARD OF DIRECTORS**

**1) ANNEXURE A:**

**EXTRACT OF THE ANNUAL RETURN**

**MGT - 9**

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March 2015  
[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	:	L01132WB1990PLC048991
(ii)	Registration Date	:	14-05-1990
(iii)	Name of the Company	:	NORBEN TEA & EXPORTS LTD
(iv)	Category/Sub-Category of the Company	:	PUBLIC LIMITED COMPANY
(v)	Address of the Registered office and contact details	:	15B HEMANTA BASU SARANI, 3 <sup>rd</sup> Floor KOLKATA - 700 001 TEL. NO. 22100553
(vi)	Whether listed Company	:	YES
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any.	:	CB MANAGEMENT SERVICES PVT LTD P-22, BONDEL ROAD, KOLKATA- 700 019 TEL. NO. 40116700

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

S.No	Name and Description of main products/services	NIC Code of the Product / service	% to total turnover of the Company
1	Tea	0902	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

S.No	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of shares held	Applicable Section
	NIL				

**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	
<b>A. Promoters</b>									
<b>1. Indian</b>									
(g) Individual/ HUF	1818404	0	1818404	15.48	1978299	0	1978299	16.84	1.36
(h) Central Government									
(i) State Government(s)									
(j) Bodies Corporate	3466600	0	3466600	29.50	3466600	0	3466600	29.50	0.00
(k) Banks/Financial Institutions									
(l) Any Other (specify)									
<b>Sub-Total(A)(1)</b>	<b>5285004</b>	<b>0</b>	<b>5285004</b>	<b>44.98</b>	<b>5444899</b>	<b>0</b>	<b>5444899</b>	<b>46.34</b>	<b>1.36</b>
<b>2. Foreign</b>									
(a) NRIs - Individuals									
(b) Other - Individuals									



(c)	Bodies Corporate									
(d)	Banks/Financial Institutions									
(e)	Any Other (specify)									
	<b>Sub-Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)</b>	<b>5285004</b>	<b>0</b>	<b>5285004</b>	<b>44.98</b>	<b>5444899</b>	<b>0</b>	<b>5444899</b>	<b>46.34</b>	<b>1.36</b>
<b>B.</b>	<b>Public Shareholding</b>									
<b>(1)</b>	<b>Institutions</b>									
(a)	Mutual funds	0	14400	14400	0.12	0	14400	14400	0.12	0.00
(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)									
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>14400</b>	<b>14400</b>	<b>0.12</b>	<b>0</b>	<b>14400</b>	<b>14400</b>	<b>0.12</b>	<b>0.00</b>
<b>(2)</b>	<b>Non- Institutions</b>									
(a)	Bodies Corp									
	(i) Indian	708884	49700	758584	6.46	721637	49700	771337	6.56	0.10
	(ii) Overseas									
(b)	Individuals									
	(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	2678227	2619806	5298033	45.09	2529033	2594806	5123839	43.61	-1.48
	(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	273971	69700	343671	2.92	273971	69000	342971	2.92	0.00
(c)	Others (specify)									
	NRIs/OCBs	38263	0	38263	0.33	39064	0	39064	0.33	0.00
	Clearing Member	12045	0	12045	0.10	13490	0	13490	0.11	0.01
	<b>Sub-Total (B)(2)</b>	<b>3711390</b>	<b>2739206</b>	<b>6450596</b>	<b>54.90</b>	<b>3577195</b>	<b>2713506</b>	<b>6290701</b>	<b>53.54</b>	<b>-1.36</b>
	<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>3711390</b>	<b>2753606</b>	<b>6464996</b>	<b>55.02</b>	<b>3577195</b>	<b>2727906</b>	<b>6305101</b>	<b>53.66</b>	<b>-1.36</b>
	<b>TOTAL (A) + (B)</b>	<b>8996394</b>	<b>2753606</b>	<b>11750000</b>	<b>100</b>	<b>9022094</b>	<b>2727906</b>	<b>11750000</b>	<b>100</b>	<b>0.00</b>
<b>C.</b>	<b>Shares held by Custodians for GDRs &amp; ADRs</b>									
	<b>Sub-Total (C)</b>									
	<b>GRAND TOTAL (A) + (B) + (C)</b>	<b>8996394</b>	<b>2753606</b>	<b>11750000</b>	<b>100</b>	<b>9022094</b>	<b>2727906</b>	<b>11750000</b>	<b>100</b>	<b>0.00</b>



(ii) Shareholding of Promoters

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in share holding during the year
		No of Shares	% of total Shares of the company	% of Shares pledged / encumbered to total shares	No of Shares	% of total Shares of the company	% of Shares pledged / encumbered to total shares	
1.	Aparna Daga	587343	4.999	0	587343	4.999	0	0
2.	Manoj Kumar Daga Huf	45946	0.391	0	45946	0.391	0	0
3.	Jyoti Devi Daga	437300	3.722	0	437300	3.722	0	0
4	Shanti Devi Daga	174874	1.488	0	334769	2.849	0	1.36
5	Manoj Kumar Daga	120501	1.026	0	120501	1.026	0	0
6	Mangalam Products Pvt Ltd	1205950	10.263	0	1205950	10.263	0	0
7	Tongani Tea Co. Ltd	2260650	19.240	0	2260650	19.240	0	0
8	Pallavi Daga	452440	3.851	0	452440	3.851	0	0
	Total	5285004	44.979	0	5444899	46.340	0	1.36

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

S.No	Particulars	Date	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
	At the beginning of the year	<b>01-04-2014</b>	<b>5285004</b>	44.98	0	0
1	Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g.allotment/transfer/bonus/sweat equity etc.): transfer	13-06-2014	19348	0.16	5304352	45.14
2		11-07-2014	30256	0.26	5334608	45.40
3		29-08-2014	16000	0.14	5350608	45.54
4		05-09-2014	2847	0.02	5353455	45.56
5		14-11-2014	10681	0.09	5364136	45.65
6		21-11-2014	29696	0.25	5393832	45.90
7		12-12-2014	15200	0.13	5409032	46.03
8		09-01-2015	6132	0.06	5415164	46.09
9		16-01-2015	2200	0.02	5417364	46.11
10		06-02-2015	12217	0.10	5429581	46.21
11		20-03-2015	13268	0.11	5442849	46.32
		31-03-2015	2050	0.02	5444899	46.34
	At the End of the year		5444899	46.34		

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

S.No	For Each of the Top 10 Shareholders	Date	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	Trupati Balaji Constructions Pvt Ltd					
	At the beginning of the year		239864	2.04	0	0
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.)					





	At the End of the year (or on the date of separation, if separated during the year)		239864	2.04	0	0
2.	Credwyn Holdings (India) Pvt Ltd					
	At the beginning of the year		170000	1.45	0	0
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.)					
	At the End of the year (or on the date of separation, if separated during the year)		170000	1.45	0	0
3.	M P Vora Shares And Sec P Ltd					
	At the beginning of the year	<b>01-04-2014</b>	<b>139853</b>	1.1902	0	0
a	Date wise Increase/Decrease during the	11-07-2014	-52	0.0004	139801	1.1897
b	year specifying the reasons for increase/decrease	18-07-2014	110	0.0009	139911	1.1907
c	(e.g. allotment/transfer/bonus/sweat equity etc.):	22-07-2014	200	0.0017	140111	1.1924
d	transfer	25-07-2014	3245	0.0276	143356	1.2200
e		01-08-2014	960	0.0081	144316	1.2282
f		22-08-2014	2100	0.0178	146416	1.2460
g		19-09-2014	350	0.0029	146766	1.2490
h		30-09-2014	700	0.0059	147466	1.2550
i		31-10-2014	200	0.0017	147666	1.2567
j		07-11-2014	175	0.0014	147841	1.2582
k		14-11-2014	2300	0.0195	150141	1.2777
l		20-02-2015	149	0.0012	150290	1.2790
m		27-02-2015	449	0.0038	150739	1.2828
n		06-03-2015	400	0.0034	151139	1.2862
o		13-03-2015	544	0.0046	151683	1.2909
	At the End of the year		151683	1.2909		
4	Santosh Kumar Dalmia & Sons Huf					
	At the beginning of the year		128467	1.09	0	0
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.)					
	At the End of the year (or on the date of separation, if separated during the year)		128467	1.09	0	0
5	Anjum Investments Pvt Ltd					
	At the beginning of the year		88597	0.75	0	0
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.)					
	At the End of the year (or on the date of separation, if separated during the year)		88597	0.75	0	0
6	Mansi Kadam					
	At the beginning of the year		39250	0.33	0	0
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.)					
	At the End of the year (or on the date of separation, if separated during the year)		39250	0.33	0	0



7	Abhay Sawant					
	At the beginning of the year		39250	0.33	0	0
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.)					
	At the End of the year (or on the date of separation, if separated during the year)		39250	0.33	0	0
8	Jameel Ahmed Shariff					
	At the beginning of the year		21930	0.19	0	0
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.)					
	At the End of the year (or on the date of separation, if separated during the year)		21930	0.19	0	0
9	Shyama Sarda					
	At the beginning of the year		21571	0.18	0	0
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.)					
	At the End of the year (or on the date of separation, if separated during the year)		21571	0.18	0	0
10	Varsha Jaiswal					
	At the beginning of the year		20000	0.17	0	0
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.)					
	At the End of the year (or on the date of separation, if separated during the year)		20000	0.17	0	0

(v) Shareholding of Directors and Key Managerial Personnel :

S.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	Manoj Kumar Daga, MD				
	At the beginning of the year	120501	1.02	0	0
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g.allotment/transfer/bonus/sweat equity etc.):				
	At the End of the year	120501	1.02	0	0
2	Dipa Chatterjee Sarkar, CFO				
	At the beginning of the year	11500	0.10	0	0
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g.allotment/transfer/bonus/sweat equity etc.):				
	At the End of the year	11500	0.10	0	0



## V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
(i) Principal Amount	20277409	2000000	0	22277409
(ii) Interest due but not paid	0	0	0	0
(iii) Interest accrued but not due	18260	0	0	18260
<b>Total (i+ii+iii)</b>	<b>20295669</b>	<b>2000000</b>	<b>0</b>	<b>22295669</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	1945483	12000000	0	13945483
* Reduction	818260	8000000	0	8818260
<b>Net Change</b>	<b>1127223</b>	<b>4000000</b>	<b>0</b>	<b>5127223</b>
<b>Indebtedness at the end of the financial year</b>				
(i) Principal Amount	21422892	6000000	0	27422892
(ii) Interest due but not paid	0	0	0	0
(iii) Interest accrued but not due	10956	0	0	10956
<b>Total (i+ii+iii)</b>	<b>21433848</b>	<b>6000000</b>	<b>0</b>	<b>27433848</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Manoj Kumar Daga	
1.	Gross Salary	660000	660000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	—	—
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—
2.	Stock Option	—	—
3.	Sweat Equity	—	—
4.	Commission	—	—
	- as % of profit	—	—
	- others, specify	—	—
5.	Others, please specify	—	—
	Total (A)	660000	660000
	Ceiling as per the Act	4200000	4200000



B. Remuneration to other Directors:

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Ranjan Kumar Jhalaria	Swati Sharma	
3.	Independent Directors			
	Fee for attending Board/ Committee meetings	28500	22500	51000
	Commission	0	0	0
	Others (please specify)	0	0	0
	Total (1)	28500	22500	51000
4.	Other Non-Executive Directors			
	Fee for attending Board/ Committee meetings	22000	12000	34000
	Commission	0	0	0
	Others (please specify)	0	0	0
	Total (2)	22000	12000	34000
	Total (B)= (1+2)	50500	34500	85000
	Total Managerial Remuneration	—	—	—
	Overall Ceiling as per the Act	—	—	—

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Pawan Kothari, CS	Dipa Chatterjee Sarkar, CFO	
1.	Gross Salary	101935	302400	404335
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	—	—	—
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—	—
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—	—
2.	Stock Option	—	—	—
3.	Sweat Equity	—	—	—
4.	Commission	—	—	—
	- as % of profit	—	—	—
	- others, specify	—	—	—
5.	Others, please specify	—	—	—
	Total	101935	302400	404335

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)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment					
Compounding					



## 2) ANNEXURE B:

### **REMUNERATION POLICY**

#### **Introduction**

The Remuneration Policy of Norben Tea & Exports Ltd. (the "Company"), is designed to attract, motivate and retain exceptional employees in a competitive market. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

Remuneration to Directors, Key Managerial Personnel and other employees involving a balance between fixed and incentive pay which reflect short and long term performance objectives appropriate to the working of the Company and its goals.

#### **APPOINTMENT OF DIRECTORS**

Appointment of Director(s) are being done as per the applicable provisions and schedules of the Companies Act. 2013.

#### **BOARD REMUNERATION**

Efforts are made to ensure that the remuneration of the Board of Directors matches the level with comparable companies, whilst also taking into consideration board members' required competencies, efforts and the scope of the board function, including the number of meetings.

#### **Fixed remuneration**

Whole Time Director(s) of the Board of Directors will receive a fixed salary, alongwith basic perquisites which is approved by the shareholders of the Company at a General Meeting.

#### **Sitting Fees**

The Board shall fix the sitting fees for the Directors and Members of the various Committees, taking into account the extent of responsibilities and time commitment, the results of the Company keeping in view fees paid by other peer companies, which are similar in size and complexity.

#### **Incentive programme, bonus pay, etc.**

Presently, the Company does not have any incentive programme .

#### **Reimbursement of expenses**

Expenses in connection with board and committee meetings are reimbursed as per account rendered.

#### **Pension scheme**

The Board of Directors is not covered by any pension scheme or a defined benefit pension scheme.

#### **REMUNERATION TO OTHER KEY MANAGERIAL PERSONNEL**

The Nomination & Remuneration Committee submits proposals concerning the remuneration of the other Key Managerial Personnel to ensure that the remuneration is in line with the conditions in comparable companies.

Other Key Managerial Personnel are entitled to a competitive remuneration package consisting of the following components:

- .. Fixed salary
- .. Bonus
- .. Benefits, e.g. use of company car, telephone, broadband, etc.

#### **Fixed salary**

The fixed salary shall be based on the market level and increase therein shall be periodically reviewed based on performance appraisal.

#### **Variable components**

Presently, the Company does not have a fixed policy for any incentive based pay or any variable component in the salary structure.

#### **Personal benefits**

Other Key Managerial Personnel will have access to a number of work-related benefits, including company car, free telephony, broadband at home, and work-related newspapers and magazines. The extent of individual benefits are not necessarily same for each individual member of the Executive Management.

Other Key Managerial Personnel may be covered by insurance policies:

- .. Accident insurance
- .. Health insurance
- .. Directors and Officers Liability Insurance



Notice of termination

The employment relationship is terminable by giving a months' notice on either side.

Redundancy pay

As per the prevailing laws of the State Government.

Retirement Benefits

Other Key Management Personnel are not covered by any employer administered pension plan or a defined benefit pension scheme. However, pension scheme under provident fund is provided. Gratuity is covered as per the Act.

Disclosure

The total remuneration of the Key Managerial Personnel is stated in the Annual Report.

**REMUNERATION TO OTHER EMPLOYEES**

The Nomination & Remuneration Committee submits proposals concerning the remuneration of other employees and ensures that the remuneration is in line with the conditions in comparable companies.

Other Employees entitled to a competitive remuneration package consisting of the following components:

.. Fixed salary

.. Bonus

Fixed salary

The fixed salary shall be based on the market level and increase therein shall be periodically reviewed based on performance appraisal.

Variable components

Presently, the Company does not have a fixed policy for any incentive based pay or any variable component in the salary structure.

Other benefits

Housing/Housing Repair Allowance.

Notice of termination

As per the prevailing laws of the State Government.

Redundancy pay

As per the prevailing laws of the State Government.

Retirement Benefits

Other Key Management Personnel are not covered by any employer administered pension plan or a defined benefit pension scheme. However, pension scheme under provident fund is provided. Gratuity is covered as per the Act.

**Criteria for determining qualifications, positive attributes and independence of director**

The Company will follow the guidelines as mentioned in Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchange(s) in determining qualifications, positive attributes and independence of director.

**3) ANNEXURE C:**

**SECRETARIAL AUDIT REPORT**

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To

The Members,  
Norben Tea & Exports Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Norben Tea & Exports Limited (hereinafter called "the Company").

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:



We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2015, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India: Presently not applicable on the Company.
- (ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

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

We further report that :

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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.

Place: Kolkata  
Date: 2<sup>nd</sup> May 2015

For P.S. & Associates  
Sd/- (SWATI BAJAJ)  
(Partner)  
C.P. No. 3502, ACS : 13216



**4) ANNEXURE D:  
FORM AOC-2**

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

S.No	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	date(s) of approval by the Board	Amount paid as advances, if any:	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
NIL								

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

S.No	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board; if any	Amount paid as advances, if any:
NIL						

**3. Details of contracts or arrangement or transactions at arm's length basis:**

S.No	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board; if any	Amount paid as advances, if any:
1.	Tongani Tea Company Limited: enterprise over which Key Managerial Personnel have significant influence	Single transaction	One time	Agricultural sale (tea plants) Rs.3469000/-	Noting done at Board Meeting held on 9 <sup>th</sup> August 2014	Nil





5) **ANNEXURE E:**

**STATEMENT OF PARTICULARS UNDER THE COMPANIES (ACCOUNTS) RULES 2014**

<b>A.</b>	<b>Conservation of energy</b>
i)	The steps taken or impact on conservation of energy; Company's operations involve substantial consumption of energy when compared to the cost of production. Wherever possible energy conservation and efficiency measures have been undertaken. The Company's business involves use of energy only for final processing of Tea leaves. For growing of Tea leaves, the reliance is more on natural resources of energy than on fossil fuels.
ii)	The steps taken by the company for utilizing alternate sources of energy; The Company constantly considers up-gradation of existing machineries and processes to optimise use of alternate sources of energy for processing of Tea leaves. Availability of natural gas through pipeline or bullet tanker is eagerly awaited, which the Company can readily use at a much lower cost to both the Company and the environment.
iii)	The capital investment on energy conservation equipments; For all new equipments purchased, weightage is given to conservation of electrical energy to reduce long term running costs.
<b>B.</b>	<b>Technology absorption</b>
i)	The efforts made towards technology absorption: The Company subscribes to the Tea Research Association and implements their guidance and recommendations. The Company has no R&D Unit as such. Further more, the Company is moving in the direction of certifications such as Rain Forest Alliance and follows the Plant Protection Code, Maximum Residue Levels and the Trustea Code.
ii)	The benefits derived like product improvement, cost reduction, product development or import substitution; The per hectare cost of insecticides and pesticides used for spraying in tea growing areas has reduced. Only the items appearing in the approved list are used, by which the Company's produced has become compliant with more markets having different approval parameters.
iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) –
	a) The details of technology imported : NIL
	b) The year of import : NIL
	c) Whether the technology been fully absorbed : NA
	d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and : NA
iv)	The expenditure incurred on Research and Development; As covered under item (i) above.
<b>C.</b>	<b>Foreign exchange earnings and Outgo</b>
	The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange Outgo during the year in terms of actual outflows. Nil

6) **ANNEXURE F:**

**THE CRITERIA FOR PERFORMANCE EVALUATION OF THE DIRECTORS OF THE COMPANY**

The Board will assess its performance each year. The Nomination and Remuneration Committee is responsible to create a process for making such assessment and to report annually to the Board on the results of the assessment process. The purpose of the assessment is to increase the effectiveness of the Board. The various Committees of the Board shall annually conduct a self-assessment of their performance and respective Terms of Reference.

Formal annual evaluation by the Board of its own performance and that of its Committees and Individual Directors shall also be done as outlined below:

The Company will follow a seven step system of the following processes for evaluation:

**METHODOLOGY**

**What the Company hopes to achieve?**

Clearly identified objectives will enable the Company to set specific goals for the evaluation and make decisions about the scope of the review. Such issues as the complexity of the performance problem, the size of the board, the stage of organisational life cycle and significant developments in the firm's competitive environment will determine the issues the Company wishes to evaluate.



**Who will be evaluated?**

With the objectives for the evaluation set, the Company needs to decide whose performance will be reviewed to meet them.

The Company needs to consider three groups: the Board as whole (including board committees), individual directors (including the roles of chairperson and/or lead independent director), and key governance personnel (generally the CFO and company secretary).

**What will be evaluated?**

Having established the objectives of the evaluation and the people/groups that will be evaluated to achieve those objectives, the next stage involves the evaluation becoming specific. It is now necessary to elaborate these objectives into a number of specific topics to ensure that the evaluation (1) clarifies any potential problems, (2) identifies the root cause(s) of these problems, and (3) tests the practicality of specific governance solutions, wherever possible. This is necessary whether the board is seeking general or specific performance improvements and will suit boards seeking to improve areas as diverse as board processes, director skills, competencies and motivation, or even boardroom relationships.

**Who will be asked?**

Internally, Board members, the CEO, senior managers and, in some cases, other management personnel and employees may have the necessary information to provide feedback on elements of a company's governance system.

Externally, owners/members and even financial markets can provide valuable data for the review. Similarly, in some situations, government departments, major customers and suppliers may have close links with the board and be in a position to provide useful information on its performance.

**What techniques will be used?**

Depending on the degree of formality, the objectives of the evaluation, and the resources available, boards may choose between a range of qualitative and quantitative techniques.

**Who will do the evaluation?**

The next consideration in establishing evaluation framework is to decide who the most appropriate person is to conduct the evaluation. If the review is an internal one, the chairperson commonly conducts the evaluation. However, there are times when it may be more appropriate to delegate either to a non-executive or lead director, or to a board committee. In the case of external evaluations, specialist consultants or other general advisers with expertise in the areas of corporate governance and performance evaluation may lead the process.

**What do you do with the results?**

Since the Board as a whole is responsible for its performance, the results of the review will be released to the board in all but the most unusual of circumstances. Where the evaluation objectives are focused entirely on the board, board members will simply discuss the results among themselves.

**7) ANNEXURE G:**

**AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE AS PER CLAUSE 49**

To the Members of Norben Tea & Exports Limited  
Kolkata.

We have examined the compliance of conditions of corporate governance by Norben Tea & Exports Limited for the year ended 31<sup>st</sup> March, 2015 as stipulated in clause 49 of the Listing Agreement of the Company with stock exchanges.

The compliance of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreements.

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 **GOENKA SHAW & CO.**  
Chartered Accountants  
FRNo.319075E

**CA. S. K. SWAIN**  
Partner  
Membership No: 061912  
Place: Kolkata  
Date : 14<sup>th</sup> May, 2015.



## REPORT ON CORPORATE GOVERNANCE

### 1. Company's Philosophy

Your Company has always believed in the concept of good corporate governance involving transparency, empowerment, accountability and integrity with a view to enhancing shareholders value. The Company has professionals on its Board of Directors who are actively involved in the deliberations of the board on all important policy matters.

### 2. Board of Directors

Composition of Board

The Company has an Executive Chairman & Managing Director and more than 50% of the total number of Directors are Independent as well as Non-Executive Directors who bring independent views/ opinions in the Board's deliberations and decisions.

During the financial year 2014-2015 the Board met 5 (five) times on 26-05-2014, 30-05-2014, 09-08-2014, 11-11-2014, 13-02-2015 and the gap between any two meetings did not exceed 120 days.

The information as required under Annexure XII to the Listing Agreement is as under:

Name	Relationships between Directors Inter-se	Category	Designation	No. of Board Meetings attended	No. of other Directorship held	Total No. of Membership/ Chairmanship held including the Company		Attendance at last AGM
						Membership	Chairmanship	
Mr. M. K. Daga	Not related	Promoter & Executive Director	Managing Director	5	2	1	2	Yes
Mr. S. N. Bardhan	Not related	Non-executive Director	Director (liable to retire by rotation)	4	—	1	1	—
Mr. R. K. Jhalaria	Not related	Independent & Non-executive Director	Director	5	—	1	1	Yes
Ms. Swati Sharma	Not related	Independent & Non-executive Director	Director	5	—	2	—	Yes
Ms. Sweta Patodia	Not related	Non-executive Director	Director (liable to retire by rotation)	4	—	1	—	—

None of the Non-Executive Directors hold any shares in the Company.

Notice of appointment of Independent Directors at the AGM of the Company held on 30<sup>th</sup> July 2014 were sent to the Stock Exchange(s) during the f.y.2014-15.

Number of directorships in other companies excludes directorships in private limited companies, foreign companies and companies incorporated under section 8 of the Companies Act, 2013.

None of the Directors on the Board is a member of more than 10 committees nor Chairman of more than 5 committees [as per Clause 49(II)(D)(2)] across all the public limited companies in which he is a Director.

Membership/Chairmanship of only the Audit Committee and Stakeholders Relationship Committee of all the Public Limited Companies have been considered.

All the Directors have made the requisite disclosures regarding Committee positions occupied by them in other companies. The Company's Board as on 31.03.2015 has 5 Directors comprising one Managing Director and 4 Non-Executive Directors, **of which 2 are Independent Directors.**

### 3. Audit Committee

The Audit Committee was constituted by the Board of Directors and the composition, powers, terms of reference and the role of the Committee were laid out to comply with the requirements of the Listing Agreement with the Stock Exchanges and with the spirit of Corporate Governance. The Audit Committee also complies with the relevant provisions of the Companies Act, 2013 and performs all the roles as specified in the Listing Agreement. However, brief description of the terms of reference of the Audit Committee are :

- Overview of the Company's financial reporting process and the disclosure of its financial information.



- b. Recommend the appointment/removal of statutory auditors, nature and scope of audit, fixation of audit fee and payment for any other services to statutory auditors.
- c. Review with the management the quarterly and annual financial statements before submission to the Board.
- d. Review with the management, statutory and internal auditors, the internal audit reports and the reports of statutory auditors.
- e. Review of the adequacy and effectiveness of Internal Audit function, the internal control system of the Company, compliance with the Company's policies and applicable laws and regulations.
- f. Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

The Audit Committee may also review such matters as considered appropriate by it or referred to it by the Board.

**Composition and other details**

The Audit Committee of the Board comprises of 3 (three) Directors viz: Mr. R.K.Jhalaria (Independent Director) Mr. S. N.Bardhan (Non-Executive Director) and Ms. Swati Sharma (Independent Director). Mr. R.K.Jhalaria, Chairman of the Committee, has expert knowledge of finance and accounting.

During 2014-2015, the Audit Committee met 5 (five) times on 26-05-2014, 30-05-2014, 09-08-2014, 11-11-2014, 13-02-2015 and the gap between any two meetings did not exceed 120 days. Mr. R.K.Jhalaria, Chairman and Ms. Swati Sharma, attended all the meetings. Mr. S. N. Bardhan attended 4 meetings.

Mr. Pawan Kothari, Company Secretary of the Company acts as the secretary to the committee.

The Audit Committee meetings are attended by such other Executives as required.

**4. Nomination & Remuneration Committee**

Pursuant to section 178 of The Companies Act, 2013, the nomenclature of Remuneration Committee of the Company changed. Renamed as "Nomination & Remuneration Committee" (NRC).

The NRC was constituted by the Board of Directors to evaluate compensation and benefits to Executive Director(s). The broad terms of reference are to determine and recommend to the Board, remuneration payable to Executive Directors, remuneration policy of the company and appraisal of performance of the Directors. The Remuneration Policy is given in the Annexure to the Directors Report.

**Composition and other details**

The Committee comprises of 3 (three) Directors viz: Mr. R.K.Jhalaria (Independent Director), Mr. S. N. Bardhan (Non-Executive Director) and Ms. Swati Sharma (Independent Director).

During 2014-2015, 3 (three) meetings of the Committee were held. Mr. R.K.Jhalaria, Chairman, Mr. S. N. Bardhan and Ms. Swati Sharma attended all the meetings.

The Remuneration Committee meeting is attended by such other Executives as required.

A sitting fee of Rs.2500/- is paid to the Non-Executive Directors for attending each meeting of the Board and Rs.1000/- for each meeting of the Committee. During the Financial Year 2014-2015, following were the remuneration paid to Non-Executive Directors for attending board meetings and other committee meetings:

Director	Sitting Fee (Rs.)
Mr. S. N. Bardhan	22,000
Mr. R. K. Jhalaria	28,500
Ms. Swati Sharma	22,500
Ms. Sweta Patodia	12,000

The remuneration and terms of appointment of the Managing Director are approved by the Board of Directors and the shareholders of the Company subject to Government approval whenever required as per the provisions of the Companies Act, 2013. The Company has only one whole time Director, Mr. M. K. Daga who is the Managing Director (MD) of the Company. He is paid a salary of Rupees Six Lakhs Sixty Thousand annually, besides other perquisites.

During the Financial Year 2014-2015, following was the remuneration paid to Executive Director:

Director	Salary	Contribution to PF & Others	Other Benefits	Tenure of Service Contract	Variable	Total
	(Rs.)	(Rs.)	(Rs.)		(Rs.)	(Rs.)
Mr. M. K. Daga	6,60,000	16,500	—	5 years from 01/04/2014 to 31/03/2019	—	6,76,500



#### 5. Stakeholders Relationship Committee

Pursuant to section 178 of The Companies Act, 2013, the nomenclature of Shareholders' Grievance Committee of the Company changed to "Stakeholders Relationship Committee" (SRC).

This committee is headed by Mr. S.N.Bardhan (Non-Executive Director).

Mr. Pawan Kothari, Company Secretary is the Compliance Officer.

Number of Shareholders' complaints received so far : Nil

Number not solved to the satisfaction of shareholders : Nil

Number of pending complaints : Nil

The Committee meetings are attended by such other Executives as required. With effect from 27<sup>th</sup> June, 2011 in terms of SEBI Circular No.CIR/OIAE/2/2011, dated 3<sup>rd</sup> June, 2011, processing and updating of all investor complaints in SEBI Complaints Redress System (SCORES) is being done on behalf of the Company by its RTA, M/s. C.B.Management Services (P) Ltd.

#### 6. Share Transfer Committee (STC)

Pursuant to Clause 49(VIII)(E)(5) of the Listing Agreement, the Board has delegated the powers of share transfer, transmission, sub-division, consolidation etc. to Share Transfer Committee in order to expedite the process of share transfer etc. The Committee generally meets once in a fortnight.

##### **Composition and other details**

The Committee comprises of 5 (five) Directors viz.: Mr. M. K. Daga, MD, Mr. S.N.Bardhan, Mr. R.K.Jhalaria, Ms. Swati Sharma and Ms. Sweta Patodia.

Ms. Sweta Patodia has been appointed to the Committee in the Board Meeting held on 26<sup>th</sup> May, 2014.

There were no valid requests pending for share transfer as on 31<sup>st</sup> March, 2015. All requests for dematerialisation and rematerialisation of shares received in the aforesaid period were confirmed or rejected into the NSDL/CDSL system.

A call centre has been set up to attend to the calls of the investors. The call centre number is (033) 2210-0553.

#### 7. Review Committee (RC)

The Review Committee was constituted by the Board of Directors to review the Limited Review Report as prepared by the Statutory Auditor of the Company under clause 41 of Listing Agreement with Stock Exchanges. The broad terms of reference are to review the Limited Review Report before sending the same to the Stock Exchanges.

##### **Composition and other details**

The Review Committee of the Board comprises of 3 (three) Directors viz: Mr. M.K.Daga, MD, Mr. S.N.Bardhan (Non-Executive Director) and Mr. R.K.Jhalaria (Independent Director).

During 2014-2015, the Review Committee met 3 (three) times. Mr. M.K.Daga, Chairman, and Mr. R.K.Jhalaria, attended all the meetings. Mr. S. N. Bardhan attended 2 meetings.

The Review Committee meetings are attended by such other Executives as required.

#### 8. General Body Meetings

Location and time, where last three Annual General Meetings held:-

Financial year ended	Date	Venue	Time	No. of Special Resolution	Members presented by	
					Person	Proxy
2012	27.07.12	G.D.Birla Sabhagar 29, Ashutosh Chowdhury Avenue, Kolkata-700019	11.00 a.m.	Nil	666	302
2013	26.07.13		11.00 a.m.	Nil	740	381
2014	30.07.14		10.30 a.m.	Nil	815	399

No special resolution was passed during the previous year through postal ballot.

No special resolution is proposed to be conducted through postal ballot.

#### 9. Disclosures

There are no materially significant related party transactions i.e. transactions material in nature, with its Promoters, Directors or the Management, their relatives or subsidiaries etc. having potential conflict with the interests of the company at large.

No penalty or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.



The Company has adopted Vigil Mechanism / Whistle Blower Policy and affirm that no personnel has been denied access to the Audit Committee.

All mandatory requirements of Annexure XII to the Listing Agreement have been complied with. None of the non-mandatory requirements of Annexure XIII to the Listing Agreement have been adopted or implemented.

#### 10. Means of Communication

The quarterly financial results are being sent to the Stock Exchanges and are being published in the newspapers : The Financial Express (English daily) and in vernacular, Dainik Lipi (Bengali daily) as per proforma prescribed under the Listing Agreements.

The same is also displayed on the Company's Website: [www.norbentea.com](http://www.norbentea.com).

This website also displays official news releases.

The presentations made to institutional investors or to the analysts are displayed on the website.

#### 11. General Shareholders Information

- (i) AGM: Date, Time and Venue :: Friday, the 31<sup>st</sup> day of July, 2015 at 10.30 a.m. at G.D.Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019.
- (ii) Financial Year :: April 2014 to March 2015
- (iii) Date of Book Closure :: From 25<sup>th</sup> July 2015 to 31<sup>st</sup> July 2015 (both days inclusive)
- (iv) Dividend Payment Date :: —
- (v) Listing on Stock Exchanges ::  
National Stock Exchange of India Limited, Exchange Plaza, 5th Floor, Plot no: C/1 G Block, Bandra (E), Mumbai - 400 051. Bombay Stock Exchange Ltd, Phiroze Jeejeebhoy Towers, 25<sup>th</sup> Floor, Dalal Street, Mumbai - 400 001.  
Listing fees for the year 2015-16 have been paid.
- (vi) Stock code:  
National Stock Exchange of India Limited :: NORBTEAEXP  
Bombay Stock Exchange Ltd. :: 519528
- (vii) Stock Market Price Data and Performance in comparison to broad-based indices such as BSE Sensex :  
High, Low during each month in last financial year :

Month & Year	Market Price at NSE		Sensex (BSE)	
	High	Low	High	Low
April '14	4.55	4.10	22939.31	22197.51
May '14	4.60	3.10	25375.63	22277.04
June '14	7.20	4.80	25725.12	24270.20
July '14	7.00	5.45	26300.17	24892.00
Aug '14	6.35	5.00	26674.38	25232.82
Sept '14	6.50	5.50	27354.99	26220.49
Oct '14	6.75	5.90	27894.32	25910.77
Nov '14	6.65	5.50	28822.37	27739.56
Dec '14	6.60	6.05	28809.64	26469.42
Jan '15	6.60	5.75	29844.16	26776.12
Feb '15	7.55	6.30	29560.32	28044.49
Mar '15	7.75	7.30	30024.74	27248.45

- (viii) Registrar and Share Transfer Agents: M/s. C B Management Services Pvt. Ltd.  
P-22, Bondel Road, Kolkata – 700019.  
Telephone-4011-6700 / 6711 / 6718 / 6723  
Fax: 4011 6739. E-mail: [rta@cbmsl.com](mailto:rta@cbmsl.com)

- (ix) Share Transfer System:  
The Company's shares are covered under the compulsory dematerialization list and transferred in dematerialised form through the depository systems of both NSDL & CDSL.



Shares in physical mode which are lodged for transfer are processed and returned to the shareholder within the stipulated time.

Further, M/s. C B Management Services Pvt. Ltd. also being the Company's demat Registrars, requests for dematerialization of shares are processed and confirmation is given by them to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL) within 15 days.

Shares in physical mode which are lodged for transfer are processed and returned to the shareholder within the stipulated time.

(x) (a) Distribution of shareholding :

Category (No. of shares)		No. of Shareholders		No. of Shares held		% of Equity	
From	To	Physical Form	Demat Form	Physical Form	Demat Form	Physical Form	Demat Form
1	500	15624	9417	2222706	1402611	18.92	11.94
501	1000	136	470	116000	396287	0.99	3.37
1001	2000	53	203	79100	312370	0.67	2.66
2001	3000	7	59	18100	150652	0.16	1.28
3001	4000	4	24	14100	86147	0.12	0.73
4001	5000	7	28	32200	132155	0.27	1.12
5001	10000	23	28	136700	190928	1.16	1.63
10001 and above		7	21	109000	6350944	0.93	54.05
Total		15861	10250	2727906	9022094	23.22	76.78
Grand Total		26111		11750000		100.00	

Shareholding Pattern as on 31<sup>st</sup> March 2015

Category	No. of shares held	% of shares held
Promoters, Directors & Relatives	5444899	46.34
Foreign Institutional Investors/Foreign Company/Non Resident Individual	39064	0.33
Indian Financial Institutions		
Nationalised Banks and Mutual Funds	14400	0.12
Other Bodies Corporate	771337	6.57
Public	5466810	46.53
Any other (clearing member)	13490	0.11
Total	11750000	100.00

(x) (b) Dematerialisation of shares and Liquidity :

Demat ISIN No. INE369C01017

(xi) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion date and likely impact on Equity :

The Company did not have any outstanding GDRs/ADRs/Warrants or Convertible Instruments as on 31<sup>st</sup> March, 2015.

(xii) Plant Location: P.O. Kuripara, Dist: Jalpaiguri –735132, West Bengal.

(xiii) Address for correspondence: Norben Tea & Exports Limited,  
15B Hemanta Basu Sarani, 3rd Floor, Kolkata-700 001.  
Telephone No: 2210-0553; Fax : 2210 0541.

xiv) Weblinks to :

Independent Directors' Familiarisation Programmes : [http://norbentea.com/pdf/familiarisationprogramme\\_norben.pdf](http://norbentea.com/pdf/familiarisationprogramme_norben.pdf)  
Policy on Related Party Transactions : [http://norbentea.com/pdf/rpt\\_norben.pdf](http://norbentea.com/pdf/rpt_norben.pdf)



**CEO/CFO Certification**

The Company is duly placing a certificate to the Board from Mr. M.K.Daga, Managing Director (CEO) and Ms. Dipa Chatterjee Sarkar, Chief Financial Officer (CFO) of the Company, in accordance with the provisions of **Clause 49(IX)** of the Listing Agreement. The aforesaid certificate duly signed by the said persons in respect of the financial year ended 31<sup>st</sup> March, 2015 has been placed before the Board at the Meeting held on 14<sup>th</sup> May, 2015.

**DECLARATION ON COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT**

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company pursuant to Clause 49 of the Listing Agreement with Stock Exchanges.

All the members of the Board and Senior Management of the Company have affirmed compliance with the said Code of Conduct on an annual basis.

Date: 14<sup>th</sup> May, 2015

**M. K. DAGA**  
Managing Director





## INDEPENDENT AUDITOR'S REPORT

### **TO THE MEMBERS OF NORBEN TEA & EXPORTS LIMITED**

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

1. We have audited the accompanying financial statements of M/s. **Norben Tea & Exports Ltd** which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

2. 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 includes maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding the assets of the Company and for preventing and detecting frauds and other irregularities; section and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken in to account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the Audit Report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### **Opinion**

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
  - i. in the case of the balance sheet, of the state of affairs of the Company as at 31 March, 2015;
  - ii. in the case of the statement of profit and loss, of the profit for the year ended on that date; and
  - iii. in the case of the cash flow statement, of the cash flows for the year ended on that date.

#### **Emphasis of Matters**

7. We draw attention to the following matter in the Notes on Financial Statements :

*Note No.11 (b) regarding capitalization of expenses relating to maintenance & plantation of young tea amounting to Rs.1125 thousands which are of revenue in nature. In the opinion of the management, the cost of deployment of labour for young tea plantation in nursery division and maintenance thereof till to the commencement of commercial production have been capitalized on prudent consideration of accepted accounting principles.*

Our Opinion is not modified in respect of this matter.



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

8. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
9. As required by section 143(3) of the Act, we report that:
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and proper returns/statements adequate for the purposes of our audit have been received from garden not visited by us;
  - c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns/statements received from garden not visited by us;
  - 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 written representations received from the directors as on 31 March 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015, from being appointed as a director in terms of sub-section (2) of Section 164 of the Act.
  - f) In our opinion and to the best of our information and according to the explanation given to us:
    - i) The company does not have any pending litigation which would impact its financial position
    - 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 Investor Education and Protection Fund by the company.

For **GOENKA SHAW & CO.**  
Chartered Accountants  
FRNo.319075E  
**CA. Saroj K. Swain**  
Partner.  
Membership No. 061912

Place : Kolkata.  
Dated : The 14<sup>th</sup> Day of May, 2015

#### **ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT**

The Annexure referred to in our report to the members of M/s. NORBEN TEA & EXPORTS LTD. for the year ended 31 March, 2015, We report that :

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
  - (b) As informed, the fixed assets have been physically verified by the management at the year end and no material discrepancies are reported to have been noticed on such verification.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion the frequency of verification is reasonable.
  - (b) In our opinion and according to the information & explanations given to us, the procedures of physical verification of inventories followed by the Management are reasonable and adequate in relation to the size of the Company and nature of its business.
  - (c) On the basis of our examination of records of inventory and in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material in relation to the operation of the company.
- (iii) On the basis of our examination of the books of account and according to the information and explanations given to us, the Company has not granted any loans secured or unsecured to Companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act' 2013.



- (iv) In our opinion and according to the information and explanations given to us there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. Further during the course of our audit, we have neither come across, nor have we been informed of any continuing failure to correct major weaknesses in internal control system.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public within the meaning of section 73 to 76 or any other relevant provisions of the Companies Act, and the rules framed there under and the directives issued by the Reserve Bank of India. To the best of our knowledge and according to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal against the company.
- (vi) On the basis of report produced, we are of the opinion that, prima facie, the Cost records as prescribed by the central government under sub-section (1) of section 148 of the Act have been made and maintained. We have however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) *On the basis of examination of the books of account and according to the information & explanations given to us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess, except Professional Tax. According to the information and explanations given to us, the undisputed amount payable in respect of Professional Tax is Rs.148 thousands, which were outstanding as at 31<sup>st</sup> March 2015 for a period of more than six months from the date they became payable.*
- (b) According to the information and explanations given to us there are no statutory dues, which have not been deposited on account of any dispute.
- (c) According to the information and explanation given to us there is no such amount that is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under.
- (viii) The Company has no accumulated losses and it has incurred no cash loss during the financial year covered by our report and also in the immediately preceding financial year.
- (ix) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institution, banks or debenture holders during the year.
- (x) According to the information & explanations given to us, the Company has not given any guarantee for loans taken by others, from banks or financial institutions, the terms & conditions whereof are prejudicial to the interest of the Company.
- (xi) On the basis of our examinations and according to the information and explanations given to us, no term loan has been raised during the year.
- (xii) During the course of our examination of the books of accounts carried out in accordance with Generally Accepted Auditing Practices, we have neither come across any instance of fraud on or by the Company, nor have we been informed of any such case by the Management.

Place : Kolkata.  
Dated : The 14<sup>th</sup> Day of May, 2015

For **GOENKA SHAW & CO.**  
Chartered Accountants  
FRNo. 319075E  
**CA. Saroj K. Swain**  
Partner.  
Membership No. 061912



**BALANCE SHEET AS AT 31ST MARCH, 2015**

Particulars	Note No.	As at 31-03-2015 Rs. in thousand	As at 31-03-2014 Rs. in thousand
<b>EQUITY &amp; LIABILITIES</b>			
<b>Shareholders' Fund</b>			
Share Capital	2	1,17,500	1,17,500
Reserves and Surplus	3	<u>38,791</u>	<u>36,540</u>
		<b>1,56,291</b>	1,54,040
<b>Deferred Government Grants</b>			
		—	—
<b>Non-Current Liabilities</b>			
Long Term Borrowings	4	7,098	3,640
Long Term Provisions	5	2,724	2,250
<b>Current Liabilities</b>			
Short Term Borrowings	6	19,166	17,687
Trade Payables	7	2,530	2,878
Other current Liabilities	8	2,026	1,140
Short Term Provisions	9	<u>316</u>	<u>82</u>
		<b>24,038</b>	21,787
<b>TOTAL</b>		<u><b>1,90,151</b></u>	<u><b>1,81,717</b></u>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets			
Tangible Assets	10	1,56,245	1,49,685
Deferred Tax Assets	11	9,081	9,879
Long Term Loans & Advances	12	<u>150</u>	<u>175</u>
		<b>1,65,476</b>	1,59,739
<b>Current Assets</b>			
Current investments	13	24	24
Inventories	14	7,225	5,772
Trade Receivables	15	2,002	1,483
Cash & Bank Balances	16	2,992	2,290
Short Term Loan & Advances	17	<u>12,432</u>	<u>12,409</u>
		<b>24,675</b>	21,978
<b>TOTAL</b>		<u><b>1,90,151</b></u>	<u><b>1,81,717</b></u>
Notes on Financial Statements	1 to 33		
As per our Report of even date			

For **GOENKA SHAW & CO.**  
Chartered Accountants  
FR No. 319075E

**CA. Saroj. K.SWAIN**  
Partner  
Membership No.:061912

Place : Kolkata  
Date : 14th May, 2015

**PAWAN KOTHARI**  
Company Secretary

**M.K.DAGA**  
Chairman & Mg. Director

**R.K.JHALARIA**  
Independent Director

**SWATI SHARMA**  
Independent Director



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

	Note No.	For the Year ended on 31-03-2015 Rs. in thousand	For the Year ended on 31-03-2014 Rs. in thousand
<b>INCOME</b>			
Revenue from Operations	18	<b>37,374</b>	39,415
Less : Cess on Tea		<b>147</b>	137
		<b>37,227</b>	39,278
Other Income	19	<b>6,241</b>	5,775
<b>A. TOTAL</b>		<b>43,468</b>	45,053
<b>EXPENDITURE</b>			
Changes in Inventory of finished goods		<b>(1,850)</b>	750
Employee Benefit Expense	20	<b>22,562</b>	20,643
Finance Costs	21	<b>3,268</b>	2,987
Depreciation & Amortization Expense	22	<b>2,306</b>	3,204
Other Expenses	23	<b>14,130</b>	13,267
Prior Period Items	28	<b>3</b>	1,950
<b>B. TOTAL</b>		<b>40,419</b>	42,801
<b>PROFIT BEFORE TAX (A-B)</b>		<b>3,049</b>	2,252
<b>Tax Expenses</b>			
Current Tax		—	—
Deferred Tax charge / (credit)		<b>798</b>	977
<b>PROFIT/(LOSS) FOR THE YEAR AFTER TAX</b>		<b>2,251</b>	1,275
Earnings per equity share (Basic/Diluted)	24	<b>0.19</b>	0.11
Notes on Financial Statements	1 to 33		
As per our Report of even date			

For **GOENKA SHAW & CO.**  
Chartered Accountants  
FR No. 319075E

**CA. S.K.SWAIN**  
Partner  
Membership No.:061912

Place : Kolkata  
Date : 14th May, 2015

**PAWAN KOTHARI**  
Company Secretary

**M.K.DAGA**  
Chairman & Mg. Director

**R.K.JHALARIA**  
Independent Director

**SWATI SHARMA**  
Independent Director



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

	For the Year ended 31-03-2015 Rs.in thousand	For the Year ended 31-03-2014 Rs.in thousand
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit/(Loss) before tax and extraordinary items	3,049	2,252
<b>Adjustments for :</b>		
Depreciation	2,306	3,204
Loss / (Profit) on sale of Fixed Assets	(63)	—
Interest paid	3,191	2,821
Interest Received	(999)	(924)
Dividend Received	(70)	(17)
Operating Profit before working capital changes	<u>7,414</u>	<u>7,336</u>
<b>Adjustments for :</b>		
Trade and other receivables	(401)	(296)
Inventories	(1,453)	(317)
Trade and other payables	1,234	972
Cash generated from operations	6,794	7,695
Direct Tax (paid) / Refund (Net)	42	(83)
<b>Cash Flow Before Extraordinary Items</b>	<u>6,836</u>	<u>7,612</u>
<b>Extraordinary Items</b>		
Utilisation of Government Grant	—	(12)
<b>Net Cash from operating activities</b>	<b>(A) 6,836</b>	<b>7,600</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets including Capital WIP (net of subsidy)	(8,938)	(6,840)
Recovery of Capital Advance	25	—
Proceeds from Sale of Fixed Assets	135	—
Interest Received	816	1,996
Dividend Received	70	17
Short Term Loans & Advances	—	(3,500)
Proceed from maturity of Earmark balance with bank	—	257
<b>Net Cash used in investing activities</b>	<b>(B) (7,892)</b>	<b>(8,070)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds/(Repayment) of Borrowings		
Short Term Borrowings from Bank	1,479	2,735
Long Term borrowing from Bank & Financial Institution (including interest)	(542)	(325)
Unsecured Loans	4,000	—
Interest Paid	(3,179)	(2,827)
<b>Net Cash used in Financing Activities</b>	<b>(C) 1,758</b>	<b>(417)</b>
Net increase/(Decrease) in cash and cash equivalents (A+B+C)	702	(887)
Cash and cash equivalents at the beginning of the year	1,406	2,293
Cash and cash equivalents at the end of the year	<u>2,108</u>	<u>1,406</u>
Earmark Balances with Bank	884	884
<b>Cash &amp; Bank Balances at the end of the year</b>	<b>2,992</b>	<b>2,290</b>

**Note :** 1. Figures shown in bracket shows cash outflow.  
2. Previous year's Figures have been regrouped/rearranged wherever necessary.  
This is the Cash Flow Statement referred to in our report of even date.

For **GOENKA SHAW & CO.**  
Chartered Accountants  
FR No. 319075E

**PAWAN KOTHARI**  
Company Secretary

**M.K.DAGA**  
Chairman & Mg. Director

**CA. S.K.SWAIN**  
Partner  
Membership No.:061912

**R.K.JHALARIA**  
Independent Director

Place : Kolkata  
Date : 14th May, 2015

**SWATI SHARMA**  
Independent Director



## **NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2015**

### **Note No.**

#### **1 SIGNIFICANT ACCOUNTING POLICIES**

##### **1.1 Basis of Presentation**

The accounts have been prepared using historical cost convention and on the basis of going concern concept. Accounting policies not referred to otherwise are consistent with generally accepted accounting policies.

##### **1.2 Fixed Assets**

Tangible Fixed Assets are stated at cost less accumulated depreciation. Cost includes cost of acquisition and all direct expenses relating thereto.

##### **1.3 Depreciation**

Depreciation on Fixed Assets are provided on Straight Line Method, on pro-rata basis and estimating the useful life of the assets keeping in force with the Schedule II to the Companies Act, 2013.

Depreciable amount of an asset is the cost of an asset as reduced by its residual value of five percent of such asset.

##### **1.4 Investments**

Current investments are carried at lower of cost and fair value. Long Term Investments are stated at cost. Provision for diminution in the value of investments is made only if such a decline is other than temporary.

##### **1.5 Inventories**

Inventories are valued at lower of cost or net value since realized/estimated net realizable value.

##### **1.6 Recognition of Revenue**

- i) Sales represent invoice value of goods sold and are exclusive of Sales Tax but inclusive of discount, rebate and all incidental expenses relating thereto.
- ii) Income & Expenditure are recognized on accrual basis, except rates and taxes and certain petty items which can not be estimated with reasonable certainty.

##### **1.7 Borrowing Cost**

Interest and other costs on borrowed funds used to finance the acquisition of fixed assets, upto the date the assets are ready for use are capitalised under respective fixed assets on a rational basis.

Other interest and costs incurred on borrowed funds are recognized as expenses in the year in which they are incurred.

##### **1.8 Excise Duty and Cess**

Excise Duty payable on Black Tea has been accounted for on the basis of both, payments made in respect of tea cleared from factory and also provision made for tea made lying at factory.



**Note No.**

**1.9 Accounting for Taxes on Income**

Current tax is recognized as per Income Tax Act, 1961 based on applicable tax rates & laws. Deferred Tax is recognized subject to consideration of prudence on timing differences being differences between taxable and accounting income/expenditure that originate in one period and are capable of reversal in one or more subsequent period(s) and is measured using tax rates and laws that have been enacted or substantially enacted as at the balance sheet date. Deferred Tax assets are recognized unless there is virtual certainty that sufficient future taxable income will be available against which such Deferred Tax assets will be realized.

**1.10 Employee Benefits**

i) Short-term Employee Benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized during the period when the employee renders the service except leave encashment.

Leave Encashment: Liability for leave is treated as short term liability. For Internal control, leave as per management's policy is not to be accumulated but availed of during the year. Accordingly the employees have been advised to plan their leave in advance while in service and immediately before superannuation. Leave not availed is not encashable.

ii) Post employment benefits plans

a) Defined Contribution Plan

Contribution under defined contribution plans payable in keeping with the related schemes are recognized as expenses for the year.

b) Defined Benefit Plan

Gratuity liability, being a defined benefit obligation, is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

**1.11 Government Grants**

Remission of Sales Tax under State Incentive Scheme is being credited to reserves.

Government grants related to revenue are recognized on a systematic basis in the profit & loss account over the periods necessary to match them with their related cost.

Government grant related to a specific asset is subtracted from the gross value of the asset concerned and accordingly depreciation has been calculated on the remaining value.

**1.12 Impairments**

An Asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**1.13 Contingent liabilities**

Provision of contingent liabilities are not made, unless & until the demand raised by statutory authorities, against which the company has preferred an appeal which is pending with the different forum of the said authorities are ascertained.





**Note No.**

**2.0 SHARE CAPITAL**

	As at 31-03-2015		As at 31-03-2014	
	No.of Shares	Rs.in thousand	No.of Shares	Rs.in thousand
<b>Authorised</b>				
Equity shares of Rs.10 each	1,20,00,000	<u>120,000</u>	1,20,00,000	<u>120,000</u>
		<u>120,000</u>		<u>120,000</u>
<b>Issued,Subscribed and Paid up</b>				
Equity shares of Rs.10 each	11,75,000	<u>117,500</u>	11,75,000	<u>117,500</u>
		<u>117,500</u>		<u>117,500</u>

**2.1 The reconciliation of the number of share outstanding:**

PARTICULARS	No.of Shares	Rs.in thousand	No.of Shares	Rs.in thousand
Equity shares at the beginning of the year	11,75,000	117,500	11,75,000	117,500
Add : Shares issued during the year	—	—	—	—
Less : Shares bought back during the year	—	—	—	—
Shares outstanding at the end of the year	<u>11,75,000</u>	<u>117,500</u>	<u>11,75,000</u>	<u>117,500</u>

**2.2 The details of Shareholders holding more than 5% shares :**

Name of the shareholder	No.of shares	% held	No. of shares	% held
Mangalam Products Pvt. Limited	1,205,950	10.26	1,205,950	10.26
Tongani Tea Company Limited	2,260,650	19.24	2,260,650	19.24

2.3 The Company has only one class of equity share having a par value of Rs.10 per share. Each holder of equity share will be entitled to one vote per share. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amount. The distribution will be in proportion to the no. of equity shares held by the shareholders.

**3.0 RESERVES AND SURPLUS**

State Capital Investment Subsidy	3,431		3,431
Sales Tax Remission Reserve	1,072		1,072
<b>General Reserve:</b>			
As per last Balance Sheet	15,000		15,000
Add:Transferred from Profit & Loss A/c	<u>2,500</u>	17,500	<u>—</u> 15,000
<b>Profit &amp; Loss Account</b>			
As per Last Balance Sheet	17,037		16,644
Less: Deferred tax charges for earlier years	<u>—</u>		<u>882</u>
	17,037		15,762
Add Profit for the year	<u>2,251</u>		<u>1,275</u>
	19,288		17,037
Less: Appropriations			
Transferred to General Reserve	<u>2,500</u>		<u>—</u>
Balance Carried forward		<u>16,788</u>	17,037
		<u>38,791</u>	<u>36,540</u>

3.1 Remission of Sales Tax was granted to the Company upto 30th October, 2004 in view of eligible certificate issued under West Bengal State Incentives Schemes. Remission of sales tax amounting to Rs.1,109 thousands (previous year Rs.1,109 thousands) on tea sold in Auction by the Auctioneer Agents has not yet been received and has not been accounted for as it is under appeal.





Note No.	<b>As at 31-03-2015 Rs.in thousand</b>	<b>As at 31-03-2014 Rs.in thousand</b>
8.1	The aggregate amount of term loan guaranteed by Director is Rs.1211 thousands (Previous Year Rs.2,018 thousands)	
9.0	<b>SHORT TERM PROVISIONS</b>	
	<b>316</b>	<b>82</b>
	<b>316</b>	<b>82</b>

#### 10.0 FIXED ASSETS

Rs. in Thousand

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01-04-2014	Additions During the Year	Deductions During the Year	As at 31-03-2015	As at 01-04-2014	Depreciation for the Year	Deducting/ Adjustment During the year	As at 31-03-2015	As at 31-03-2015	As at 31-03-2014
Land	6,796	254	—	7,050	—	—	—	—	7,050	6,796
Plantations	88,607	1,125	—	89,732	—	—	—	—	89,732	88,607
Buildings	45,249	1,090	—	46,339	20,012	545	—	20,557	25,782	25,237
Computer	398	—	—	398	113	78	—	191	207	285
Plant & Machinery	21,059	1,186	289	21,956	11,491	438	4	11,925	10,031	9,568
Electric Installation	10,752	487	—	11,239	9,200	104	—	9,304	1,935	1,552
Irrigation Equipments	1,783	147	—	1,930	1,331	22	—	1,353	577	452
Ring & Tubewells/Wells	7,519	2,449	—	9,968	271	448	—	719	9,249	7,248
Road & Bridges	9,438	1,461	—	10,899	1,664	464	—	2,128	8,771	7,774
Furniture & Fixtures	176	—	—	176	165	—	—	165	11	11
Office Equipments	25	29	—	54	20	9	—	29	25	5
Tractors	679	—	—	679	645	—	—	645	34	34
Vehicles	1,683	995	75	2,603	523	140	3	660	1,943	1,160
Water Installation	3,010	—	—	3,010	2,054	58	—	2,112	898	956
<b>Total</b>	<b>197,174</b>	<b>9,223</b>	<b>364</b>	<b>206,033</b>	<b>47,489</b>	<b>2,306</b>	<b>7</b>	<b>49,788</b>	<b>156,245</b>	<b>149,685</b>
Previous Year	190,334	6,840	—	197,174	44,285	3,204	—	47,489	149,685	

#### Notes :

- Land includes Rs.5,559 thousands (previous year Rs.5,559 thousands) in respect of which Conveyance Deed has not been executed in the name of the Company.
- During the year expenses relating to maintenance & plantation of young tea amounting to Rs.1,125 thousands (previous year Rs.1,339 thousands) which are of revenue in nature, has been capitalised. The cost of deployment of labour for young tea plantation in nursery division and maintenance thereof till to the commencement of commercial production have been capitalised on prudent consideration of accepted accounting principles, simultaneously availing the permissible tax incentives and reliefs.
- Deduction from gross block of assets include subsidy of Rs.289 thousands received from Tea Board of India under quality upgradation and product diversification scheme 2009-10.
- Consequent to the applicability of the Companies Act, 2013 with effect from April 01, 2014, during the year ended March 31, 2015, the management reassessed the remaining useful life of the assets based on internal and external technical evaluation. The useful life of the assets adopted is longer than that referred to in Schedule II to the Companies Act, 2013 in respect of all depreciable assets except office equipments and computers. Pursuant to the charge of depreciation keeping in force with the Schedule II to the Companies Act, 2013 and adopting longer useful lives in respect of assets as stated, the depreciation charged for the year is lower by Rs.9385 thousands with the corresponding favourable impact on the profit from ordinary activities before tax and higher networth and balance of tangible assets to the same extent as at the end of the year.
- During the year, some assets have been regrouped / rearranged in the appropriate block of assets, however it has no impact on gross block of assets, accumulated depreciation and WDV of the assets as at April 1, 2014.



**Note No.**

**11.0 Deferred Tax Assets**

The major components of Deferred Tax Assets/(Liabilities) as at 31-03-2015 are as follows :

	<b>As at 31-03-2015</b>	<b>(Charge)/Credit during the year</b>	<b>Rs. in Thousand As at 31-03-2014</b>
<u>Brought Forward Loss &amp; unabsorbed Depreciation</u>			
Central	219	637	856
Agriculture	17,267	(187)	17,080
<u>Current Year Depreciation</u>			
Central	(3,923)	143	(3,780)
Agriculture	(5,712)	208	(5,504)
<u>Disallowance u/s 43B</u>			
Central	154	(1)	153
Agriculture	769	(2)	767
<u>Disallowance u/s 40a(iia)</u>			
Central	125	—	125
Agriculture	182	—	182
<b>TOTAL</b>	<b>9,081</b>	<b>798</b>	<b>9,879</b>
Previous Year	9,879	1,859	11,738
<u>*Reconciliation of Deferred Tax Charged</u>			
Relating to current year reversal	—		977
Relating to lapse of period in respect of carried forward business losses of earlier years	—		882
	—		<u>1,859</u>
	<b>As at 31-03-2015</b>		<b>As at 31-03-2014</b>
	<b>Rs.in thousand</b>		<b>Rs.in thousand</b>

**12.0 LONG TERM LOANS & ADVANCES :**

(Unsecured and Considered Good)

Capital Advances	—	25
Security Deposit with WBSEB	20	20
Income Tax Adhoc Payment	130	130
<b>TOTAL</b>	<b>150</b>	<b>175</b>

**13.0 CURRENT INVESTMENT**

(Non-Trade, Quoted, Fully paid-up)

	<b>No.of units</b>	<b>Amount</b>	<b>No.of units</b>	<b>Amount</b>
Equity Shares of Bansisons Tea Industries Ltd formerly EsselsTea & Exports Ltd of Rs.10/- each	100	1	100	1
Equity Shares of Longview Tea Company Ltd. of Rs.10/- each	200	7	200	7
Equity Shares of T & I Global Ltd. of Rs.10/- each	100	2	100	2
Equity Shares of Dhunseri Petrochem & Tea Ltd. formerly Tezpore Tea Co. of Rs.10/- each	100	10	100	13
Equity Shares of Dhunseri Investments Ltd of Rs.10/- each	50	1	50	1
Equity Shares of Dhunseri Tea & Industries Ltd of Rs.10/- each	20	3	—	—
Aggregate amount of Quoted Investments	<u>570</u>	<u>24</u>	<u>550</u>	<u>24</u>
Market Value of Quoted Investments		<u>16</u>		<u>15</u>



Note No.	As at 31-03-2015 Rs.in thousand		As at 31-03-2014 Rs.in thousand	
<b>14.0 INVENTORIES</b> (as taken, valued and certified by the management)				
Finished Goods	<b>3,682</b>		1,832	
Store & Spares	<b>3,543</b>		3,940	
<b>TOTAL</b>		<b><u>7,225</u></b>		<b><u>5,772</u></b>
14.1 Inventories are valued at lower of cost or net value since realised/estimated net realisable value.				
14.2 Closing Stock of Tea includes stock with third parties Rs.932 thousands (Previous year Rs.756 thousands).				
<b>15.0 TRADE RECEIVABLE</b> (Unsecured & considered good)				
Debts over 6 months	<b>344</b>		345	
Other Debts	<b>1,658</b>		1,138	
<b>TOTAL</b>		<b><u>2,002</u></b>		<b><u>1,483</u></b>
15.1 Trade Receivable includes Rs.231 thousands (Previous year Rs.217 thousands) due since long. Pending the persuasive and other steps taken by the Company, these are considered good and recoverable.				
<b>16.0 CASH &amp; BANK BALANCES</b>				
<b>16.1 CASH &amp; CASH EQUIVALENTS</b>				
Balances with Bank - In Current Account	<b>970</b>		42	
Cash on Hand	<b>1,138</b>	<b>2,108</b>	1,364	1,406
<b>16.2 OTHER BANK BALANCES</b>				
In Fixed Deposit Account (Lien with bank against Bank Guarantee) *	<b>384</b>		384	
Other Bank Deposit (Lien with bank as collateral security against loans repayable on demand)	<b>500</b>	<b>884</b>	500	884
<b>TOTAL</b>		<b><u>2,992</u></b>		<b><u>2,290</u></b>
*Fixed Deposit with bank with maturity period of more than 12 months.				
<b>17.0 SHORT TERM LOAN &amp; ADVANCES</b> (Unsecured & considered good)				
Short Term Loans	<b>6,800</b>		6,800	
Accrued interest on such loan	<b>1,616</b>		1,433	
Balance with Statutory Authorities	<b>3,240</b>		3,286	
Tax Deducted at Source	<b>100</b>		96	
Prepaid Expenses	<b>52</b>		53	
Other Advances	<b>624</b>		741	
<b>TOTAL</b>		<b><u>12,432</u></b>		<b><u>12,409</u></b>
17.1 Other advances include Rs.345 thousands (previous year Rs.418 thousands) due since long. Keeping the nature of advance and relationship with the parties in view the management is of the opinion that these are good and recoverable.				
		<b>For the year ended on 31-03-2015 Rs.in thousand</b>		<b>For the year ended on 31-03-2014 Rs.in thousand</b>
<b>18.0 REVENUE FROM OPERATIONS</b>				
Sale of Products :	<b>37,374</b>		39,415	
<b>TOTAL</b>		<b><u>37,374</u></b>		<b><u>39,415</u></b>



Note No.	For the year ended on 31-03-2015 Rs.in thousand	For the year ended on 31-03-2014 Rs.in thousand
<b>19.0 OTHER INCOME</b>		
Interest Income (TDS Rs.100 thousands,previous year Rs.96 thousands)	999	924
Dividend Income	70	17
Profit on Sale of Asset	63	—
Other Non Operating Income	5,109	4,834
<b>TOTAL</b>	<b>6,241</b>	<b>5,775</b>
<b>20.0 EMPLOYEE BENEFIT EXPENSES</b>		
Salary, Wages, Bonus & Ex-gratia	17,585	16,198
Contribution to Provident & Allied Funds	1,930	1,967
Staff Welfare	2,198	1,958
Gratuity	849	520
<b>TOTAL</b>	<b>22,562</b>	<b>20,643</b>
20.1 The company has defined gratuity plan. Every employee who has completed five years of more of service in entitled to Gratuity on terms not less favorable than the provisions of The Payment of Gratuity Act, 1972.		
<b>i) Reconciliation of Fair Value of Obligation :</b>		
Opening Defined Benefit Obligation	2,333	2,020
Adjustment of :		
Current Service Cost	173	135
Interest Cost	215	196
Actuarial Loss/(Gain)	377	189
Benefits Paid	(58)	(207)
<b>Closing Defined Benefit Obligation</b>	<b>3,040</b>	<b>2,333</b>
<b>ii) Net Liabilities/(Assets) recognised in the Balance Sheet:</b>		
Present Value of Defined Benefit Obligation at the end of the period	3,040	2,333
Fair Value of Plan Assets	—	—
<b>Net Liabilities/(Assets) recognised in the Balance Sheet</b>	<b>3,040</b>	<b>2,333</b>
<b>iii) Amount of Gratuity recognised under Employee Benefits Expenses in the Statement of Profit &amp; Loss:</b>		
Current Service Cost	173	135
Interest on Defined Benefit Obligation	215	196
Net Actuarial Loss/(Gain) recognised during the year	377	189
<b>Net Charge to the Statement of Profit &amp; Loss</b>	<b>765</b>	<b>520</b>
Note : Gratuity Expenses up to the year 2014-15 includes actual Gratuity payable Rs.84 thousands in respect of employees ceased to be employed during the year.		
<b>iv) Principal Actuarial Assumptions at the Balance Sheet Date :</b>		
Discount Rate per annum compound	8.00%	8.25%
Estimated Rate of Return on Plan Assets	0.00%	0.00%
Mortality	Indian Assured Lives 2006-2008 Mortality Table	Indian Assured Lives 2006-2008 Mortality Table
Expected average remaining working lives of employees (years)	11.37	12.13
Withdrawal rates	Varying between 8% per annum to 1% per annum depending on duration and age of employees	



Note No.	For the year ended on 31-03-2015		For the year ended on 31-03-2014	
	Rs.in thousand		Rs.in thousand	
<b>21.0 FINANCE COST</b>				
Interest Expenses	<b>3,191</b>		2,821	
Bank Charges	<b>77</b>		166	
<b>TOTAL</b>		<b><u>3,268</u></b>		<b><u>2,987</u></b>
<b>22.0 DEPRECIATION AND AMORTISATION</b>				
Depreciation		<b><u>2,306</u></b>		<b><u>3,204</u></b>
<b>23.0 OTHER EXPENSES</b>				
<b>Manufacturing Expenses</b>				
Power & Fuel consumed	<b>7,874</b>		7,868	
Stores, spares, packing material etc. consumed	<b>1,235</b>		843	
Cess on Closing Stock of Tea	<b>5</b>		11	
Repair to Buildings	<b>354</b>		270	
Repair Plant & Machinery	<b>32</b>		15	
Repair Others	<b>413</b>		146	
Rent, Rates & Taxes	<b>294</b>	<b>10,207</b>	168	9,321
<b>Selling and Distribution Expenses</b>				
Transportation	<b>800</b>		1,051	
Brokerages	<b>342</b>		399	
Tea Sales Expenses	<b>372</b>	<b>1,514</b>	425	1,875
<b>Establishment Expenses</b>				
General Charges	<b>614</b>		531	
Director Fees	<b>85</b>		75	
Auditor's Remuneration:				
For Statutory Audit	<b>40</b>		32	
For Tax Audit	<b>19</b>		10	
For Certification and others	<b>16</b>		16	
Cost Audit fees	<b>13</b>		10	
Registrars & Share Transfer Agent Fees	<b>132</b>		134	
Demat Registrar's & other charges	<b>66</b>		67	
Postage - Telegram	<b>106</b>		127	
Professional & Consultancy	<b>89</b>		90	
Insurance	<b>90</b>		82	
Travelling - Conveyance	<b>51</b>		48	
Misc. Expenses	<b>1,088</b>	<b>2,409</b>	849	2,071
<b>TOTAL</b>		<b><u>14,130</u></b>		<b><u>13,267</u></b>



Note No.	For the year ended on	
	31-03-2015 Rs.in thousand	31-03-2014 Rs.in thousand
24.	<b>EARNING PER SHARE (BASIC/DILUTED)</b>	
	Net Profit after Tax as per Statement of Profit and Loss Account attributable to Equity Shareholders (in thousand)	
	<b>2,251</b>	1,275
	Weighted average Number of Equity shares used as denominator for calculating EPS	
	<b>11,750,000</b>	11,750,000
	Basic and Diluted Earnings per share	
	<b>0.19</b>	0.11
	Face value per equity share	
	<b>Rs.10</b>	Rs.10

25. a) **Contingent Liabilities not provided for :**  
 Disputed Income Tax liabilities for the Assessment Years 1995-96 Rs.2,465 thousands (Previous year Rs.2,465 thousands). The Company filed rectification petition u/s.154 for the demand and the same is pending with DCIT.
- b) Claim against the company not acknowledged as debt:  
 The W.B.R.E. & P.E. Cess of Rs.278 thousand was not acknowledged by the company as debt and had been written back to the accounts in the year 2013-14. The management is confident that no liability would arise on W.B.R.E. & P.E. Cess.
26. In view of brought forward losses, no provision for Tax has been made both under normal provision of I.T.Act and Minimum Alternate Tax (MAT) under section 115JB.

27. Balance confirmation from some Sundry Creditors and Sundry Debtors are still awaited.

28. Prior period item consist of following expenses/(income) :

Items	2014-2015 Rs. in thousand	2013-2014 Rs. in thousand
Rent	<b>7</b>	—
Depreciation for Earlier Yrs	<b>(4)</b>	—
Electricity Charges for previous year	—	229
Expenses of Garden for 2013-14	—	74
Expenses of Head Office for 2013-14	—	12
Accrual of Gratuity up to 31/03/2014 as a result of change in accounting policy	—	2020
Interest Income	—	(385)
<b>Total</b>	<b>3</b>	1950

29. In terms of the Accounting Standard (AS)-17, issued by the ICAI, neither a business segment nor a geographical segment has been identified as reportable segment during the year.





**Note No.**

30. Related Party Transactions -

Names of related parties and description of relationship:-

Relationship	Name
Enterprises over which Key Management Personnel have significant influence	Tongani Tea Company Ltd.
Key Management Personnel	Mr. M.K. Daga

Particulars of transactions and closing balances during the year: **(Rs.in thousand)**

Nature of transactions	Enterprises over which Key Management Personnel have significant influence	Key Management Personnel	Balance as on 31 <sup>st</sup> March, 2015
Remuneration	—	Rs.676/-	—
	(—)	(Rs.669/-)	(—)
Agricultural Sale	Rs.3,469/-	—	—
	(Rs.1,575/-)	(—)	(—)

The figures in bracket represent corresponding amount of the previous year.

31. Total value of stores & spare parts and packing material consumed. Indigenous – 100% - Rs.1,235 thousands (Previous year – Indigenous – 100% - Rs.843 thousands).

32. Income and Expenditure in Foreign Currency :

	Current Year Rs.in thousand	Previous Year Rs.in thousand
a. Income		
FOB Value of Export of tea	—	169
b. Expenditure	Nil	Nil

33. Previous year's figures have been regrouped, rearranged and recast wherever necessary.

As per our report of even date attached.

For **GOENKA SHAW & CO.**  
Chartered Accountants  
FR No. 319075E

**CA. S.K.SWAIN**  
Partner  
Membership No.:061912

Place : Kolkata  
Date : 14th May, 2015

**PAWAN KOTHARI**  
Company Secretary

**M.K.DAGA**  
Chairman & Mg. Director

**R.K.JHALARIA**  
Independent Director

**SWATI SHARMA**  
Independent Director





**NORBEN TEA & EXPORTS LIMITED**

CIN : L01132WB1990PLC048991

Regd. Office : 15B, Hemanta Basu Sarani, 3<sup>rd</sup> Floor, Kolkata 700 001

Phone : 033 2210 0553 • Website : www.norbentea.com

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

Name of the member (s): .....

Registered Address: .....

..... E-mail ID: .....

Folio No. / Client Id: ..... DP ID: .....

I/We, being the member (s) of ..... shares of the Norben Tea & Exports Limited, hereby appoint.

1. Name : ..... Address : .....

Email Id : ..... Signature : .....

2. Name : ..... Address : .....

Email Id : ..... Signature : .....

3. Name : ..... Address : .....

Email Id : ..... Signature : .....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, July 31, 2015 at 10:30 a.m. at G.D.Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1..... 2..... 3.....

Signed this ..... day of ..... 2015.

Signature of Shareholder: .....

(Affix  
Revenue  
Stamp)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, at 15B, Hemanta Basu Sarani, 3<sup>rd</sup> Floor, Kolkata 700 001, not less than FORTY EIGHT HOURS before the meeting.**





## BOOK POST

*If undelivered please return to :*  
**NORBEN TEA & EXPORTS LIMITED**  
15-B, Hemanta Basu Sarani, 3rd Floor,  
Kolkata - 700 001