

**Financial Year  
2016-17**



# **INDONG TEA CO. PVT. LTD.**

**4/1, Middleton Street  
Kolkata -700071**

**ISO 22000 AND Trustea  
Certified Company**

**Balance Sheet  
as on 31<sup>st</sup> March 2017**

## Corporate Information

<b>Board of Directors</b>	:	<b>Shri Hariram Garg Shri Madanlal Garg Shri Rajesh Garg</b>
<b>Chief Financial Officer</b>	:	<b>Shri Manoj Kumar Ganguly</b>
<b>Auditors'</b>	:	<b>D. C. Dharewa &amp; Co. 41, N. S. Road, (Room No – 503) 5<sup>th</sup> Floor Kolkata – 700001</b>
<b>Bankers</b>	:	<b>Kotak Mahindra Bank Limited</b>
<b>Registered Office</b>	:	<b>Sikkim Commerce House 5<sup>th</sup> Floor 4/1 Middleton Street Kolkata – 700071</b>
<b>CIN No</b>	:	<b>U01122WB1990PTC050506</b>
<b>E-mail</b>	:	<b>indongtea@asiangroup.IN</b>
<b>Telephone No.</b>	:	<b>033 4006 3601 / 02</b>
<b>Fax No.</b>	:	<b>033 2280 3101</b>
<b>Tea Garden</b>	:	<b>Indong Tea Estate P.O. - Matelli, Dist- Jalpaiguri (W.B) Pin : 735223</b>
<b>Supt. Manager</b>	:	<b>Shri Rajat Deb</b>

**INDONG TEA COMPANY PRIVATE LIMITED**

CIN-U01122WB1990PTC050506

**DIRECTOR'S REPORT**

The Directors are pleased to present the Annual Report together with the Audited Accounts of the company for the year ended 31<sup>st</sup> March 2017.

<b><u>FINANCIAL RESULTS:</u></b>	<b>2016-17</b>	<b>2015-16</b>
Sales & Other Income	13,84,37,111	11,66,90,146
Net Profit/(Loss) for the year	(50,53,839)	(8,494,705)
Profit / (Loss) after Tax :	(53,20,338)	(8,094,348)
Add : Balance of Profit/(Loss) from previous years	(7,27,50,338)	(6,46,55,990)
Balance carried to Balance Sheet	(7,80,70,676)	(7,27,50,338)

**1. DIVIDEND**

The Directors' do not recommend any dividend for this year due to loss.

**2. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

**3. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS**

During the Financial Year 2016-2017, Your Company reported a Net loss of Rs.53.20 Lacs against loss of Rs. 80.94 Lacs during the previous year. The Director mentioned that continuous efforts are being made to improve the operation and the overall outlook in the coming years appear to be stable.

The total crop (Green leaf) harvested during the year 2016-17 was 3069185 Kg & Green Leaf purchased during the year was 906665Kg purchased from small growers and Total Tea made is 918566 Kg.

**4. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

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

The provisions of Section 134(m) of the Companies Act, 2013 do not apply to our Company. There was no foreign exchange inflow or Outflow during the year under review.

**6. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

The Company has adopted necessary measures concerning the development and implementation of a Risk Management Policy after identifying the elements of risks which in the opinion of the Board may threaten the very existence of the Company itself.

**7. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

**8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

There was no loan, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

**9. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

**10. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS**

There were no qualifications, reservations or adverse remarks made by the Auditors in their Report and therefore need no further explanation.

#### **11. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

#### **12. ANNUAL RETURN**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure "A" and is attached to this Report.

#### **13. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW**

The Company had 6 (Six) Board meetings during the financial year on 30.05.2016, 27.06.2016, 15.07.2016, 24.10.2016, 27.01.2017 and 31.03.2017.

#### **14. DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **15. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any Subsidiary, Joint venture or Associate Company.

## **16. DEPOSITS**

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

## **17. DIRECTORS**

Shri Rajesh Garg was appointed as a director of the Company by the Board.

## **DECLARATION OF INDEPENDENT DIRECTORS**

The provisions of Section 149 pertaining to the appointment of Independent Directors do not apply to our Company.

## **18. STATUTORY AUDITORS**

M/S D.C. Dharewa & Co., CHARTERED ACCOUNTANTS, the retiring Auditors have indicated their willingness to act as Auditors. Their continuance of appointment is to be confirmed and approved in the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013. The Board recommends the re-appointment of the existing Auditors.

## **19. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM**

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

## **20. SHARES**

### **a) BUY BACK OF SECURITIES**

The Company has not bought back any of its securities during the year under review.

### **b) SWEAT EQUITY**

The Company has not issued any Sweat Equity Shares during the year under review.

### **c) BONUS SHARES**

No Bonus Shares were issued during the year under review.

### **d) RIGHT SHARES**

The Company has issued 29,07,119 Right Shares of Rs. 2,90,71,190/- during the year under review.

### **e) EMPLOYEES STOCK OPTION PLAN**

The Company has not provided any Stock Option Scheme to the employees.

## **21. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WORKER AT WORK PLACE (PREVENTION PROHIBITION AND REDRESSAL ACT, 2013)**

The Company has formulated and put into practice the suitable policy in view of the above Act for redressal of complaints. Your Directors further state that during the year under review, there was no cases filed pursuant to the said Act.

## **22. QUALITY UPGRADATION**

The Company is continuously trying to improve the quality of the tea and has received quality approval certificates from **Trust Tea** and **SGS 22000**. Company has also submitted all the documents required for the registration of **Rain Forest Alliance**, which is under process.

## **23. DEVELOPMENT**

### **A) Factory**

Substantial work has been done in upgradation & modernisation of Tea Processing Factory.

- i) 3 Old CTC Machine, Rotarvane, Gogies have been replaced by new ones.
- ii) Humidification plant has been installed.
- iii) Sorting room has been extended and equipped with new & modern sorters.
- iv) Workshop has been upgraded.
- v) Substantial no. of roofing sheets have been replaced.
- vi) Filter Machines for Safe drinking water has been installed.
- vii) Washroom, changing rooms, Toilets have been made as per RFA Guidelines.

### **B) Plantation/ Garden**

88 Acres have been replanted. 36 Acres have been extended and planted with high yielding seed plants. Uprooting of 95 Acres have been done for further replanting. A nursery with a capacity of more than 6 lakhs plants have been created.

### **C) Organic Manure**

It is very much essential to enrich and improve the soil structure. A large set up has been created to produce Vermi Compost manure in house, which will be utilised for new & extended plantations.

### **D) Dairy Farm**

A milk dairy Farm is under progress, for a capacity of 100 plus cows & almost 70% of work has been completed.

**E) Labour Welfare**

- i) Workers Recreation Club has been built for the entertainment / recreation of the labourers.
- ii) One Vocational Training Centre has been built up for giving vocational training to the children of the workers.
- iii) Regular periodical Health check-up is organised in the garden Hospital

**24. ACKNOWLEDGEMENTS**

Your Directors place on record their sincere thanks to bankers, business associates, consultants, vendors, brokers and various Government Authorities for their continued support extended to your Companies during the year under review. Your Directors also acknowledge gratefully the shareholders support and confidence reposed on your Company.

Registered Office:  
4/1, Middleton Street,  
Kolkata - 700 0071

Date: 2nd Day of June, 2017

On behalf of the Board of Directors  
For INDONG TEA CO. PVT. LTD.

  
Hiram Garg  
Director  
(DIN: 00216053)

**'ANNEXURE A'**

Form No. MGT-9

**EXTRACT OF ANNUAL RETURN  
as on the financial year ended on 31st March, 2017**

[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:	U01122WB1990PTC050506
ii) Registration Date:	28-12-1990
iii) Name of the Company:	INDONG TEA COMPANY PVT LTD
iv) Category / Sub-Category of the Company:	PRIVATE LIMITED
v) Address of the Registered office and contact details :	4/1, MIDDLETON STREET SIKKIM COMMERCE HOUSE, 5 <sup>TH</sup> FLOOR, KOLKATA -700 071
vi) Whether listed company :	NO
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:	NOT APPLICABLE

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

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the
1.	TEA PLANTATION AND MANUFACTURING	01132	100 %

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

S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/Associate	% of Shares Held	Applicable Section
1	-	N/A	-	-	-



Companies									
2) FII's	-	-	-	-	-	-	-	-	-
3) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
4) Others (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total B(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non- institutions</b>	-	-	-	-	-	-	-	-	-
1) Bodies Corp.	-	-	-	-	-	-	-	-	-
2) Indian	-	-	-	-	-	-	-	-	-
3) Overseas	-	-	-	-	-	-	-	-	-
4) Individuals	-	-	-	-	-	-	-	-	-
5) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
6) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
7) Others (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total B(2):-</b>	-	-	-	-	-	-	-	-	-
Total Public Shareholding B)=(B(1)+ B(2)	-	-	-	-	-	-	-	-	-
<b>3. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total A+B+C)</b>	-	2200000	2200000	100	-	5107119	5107119	100	-

## (ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	ASIAN CAPITAL MARKET LIMITED	117017	5.32	Nil	319087	6.25	Nil	0.93
2	ASIAN TEA & EXPORTS LTD	600526	27.30	Nil	1637798	32.07	Nil	4.77
3	AZAMABAD TEA COMPANY PVT LTD	231579	10.53	Nil	431579	8.45	Nil	(2.08)
4	MADAN LAL GARG	55579	2.53	Nil	375579	7.35	Nil	4.82
5	DEBIJHORA TEA COMPANY LTD	185263	8.42	Nil	185263	3.63	Nil	(4.79)
6	SRIRAM TOKHARAM TEA VANIJYA PVT LTD	66352	3.02	Nil	66352	1.30	Nil	(1.72)
7	RAMESH KUMAR AGARWAL	76421	3.47	Nil	81421	1.59	Nil	(1.88)
8	RAMESH KUMAR AGARWAL & SONS (HUF)	12737	0.58	Nil	18237	0.36	Nil	(0.22)
9	ANITA AGARWAL	63684	2.89	Nil	69184	1.35	Nil	(1.54)
10	SANJAY KUMAR AGARWAL	120421	5.47	Nil	132421	2.59	Nil	(2.88)
11	SANJAY KUMAR AGARWAL & SONS	12737	0.58	Nil	17737	0.35	Nil	(0.23)
12	INDRA DEVI AGARWAL	62526	2.84	Nil	67526	1.32	Nil	(1.52)
13	SOHAN LAL AGARWAL	59053	2.68	Nil	70553	1.38	Nil	(1.3)
14	PAWAN KUMAR AGARWAL	96105	4.37	Nil	101605	1.99	Nil	(2.38)
15	MANOJ KUMAR AGARWAL	46316	2.11	Nil	46316	0.91	Nil	(1.2)
16	GREENEX CHEMICALS PVT LTD	57895	2.63	Nil	157895	3.09	Nil	0.46
17	IBM FINANCE & INVESTMENT PVT LTD	215789	9.81	Nil	588516	11.52	Nil	1.71
18	HARIRAM GARG	22000	1.00	Nil	60000	1.17	Nil	0.17
19	SUNIL GARG	22000	1.00	Nil	60000	1.17	Nil	0.17
20	RAJESH GARG	22000	1.00	Nil	60000	1.17	Nil	0.17
21	ASIAN HOUSING & INFRASTRUCTURE	44000	2.00	Nil	120000	2.35	Nil	0.35
22	BRAHMAPUTRA COMMODITIES PVT	10000	0.45	Nil	440000	8.62	Nil	8.17

23.	CHAMPA DEVI VERMA	Nil	Nil	Nil	5	0.0	Nil	0.00
24	DURGA KADEL	Nil	Nil	Nil	5	0.0	Nil	0.00
25	KISHORI VERMA	Nil	Nil	Nil	5	0.0	Nil	0.00
26	PREMA DEVI SONI	Nil	Nil	Nil	5	0.0	Nil	0.00
27	SUKH DEO SANJEEV KUMAR (HUF)	Nil	Nil	Nil	5	0.0	Nil	0.00
28	SUKH DEO VERMA	Nil	Nil	Nil	5	0.0	Nil	0.00
29	SURESH CHANDRA BINOD KUMAR (HUF)	Nil	Nil	Nil	5	0.0	Nil	0.00
30	TEJPAL SONI	Nil	Nil	Nil	5	0.0	Nil	0.00
31	BANSHIDHAR AGARWAL & SONS	Nil	Nil	Nil	5	0.0	Nil	0.00
32	RINKU AGARWAL	Nil	Nil	Nil	5	0.0	Nil	0.00

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ASIAN CAPITAL MARKET LTD				
	At the beginning of the year	117017	5.32		
	Increase/ (Decrease) in Promoters Share holding during the year.	Increase in no. of shares - 202070			
	<b>At the End of the year</b>	<b>319087</b>	<b>6.25</b>	<b>319087</b>	<b>6.25</b>

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2	ASIAN TEA & EXPORTS LTD				
	At the beginning of the year	600526	27.30		
	Increase/ (Decrease) in Promoters Share holding during the year.	Increase in no. of shares - 1037272			
	<b>At the End of the year</b>	<b>1637798</b>	<b>32.07</b>	<b>1637798</b>	<b>32.07</b>

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3	AZAMABAD TEA COMPANY PVT LTD				
	At the beginning of the year	231579	10.53		
	Increase/ (Decrease)in Promoters Share holding during the year.	Increase in no. of shares - 200000			
	<b>At the End of the year</b>	<b>431579</b>	<b>8.45</b>	<b>431579</b>	<b>8.45</b>

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4	MADAN LAL GARG				
	At the beginning of the year	55579	2.53		
	Increase/ (Decrease)in Promoters Share holding during the year.	Increase in no. of shares -320000			
	<b>At the End of the year</b>	<b>375579</b>	<b>7.35</b>	<b>375579</b>	<b>7.35</b>