

**Financial Year
2017-18**

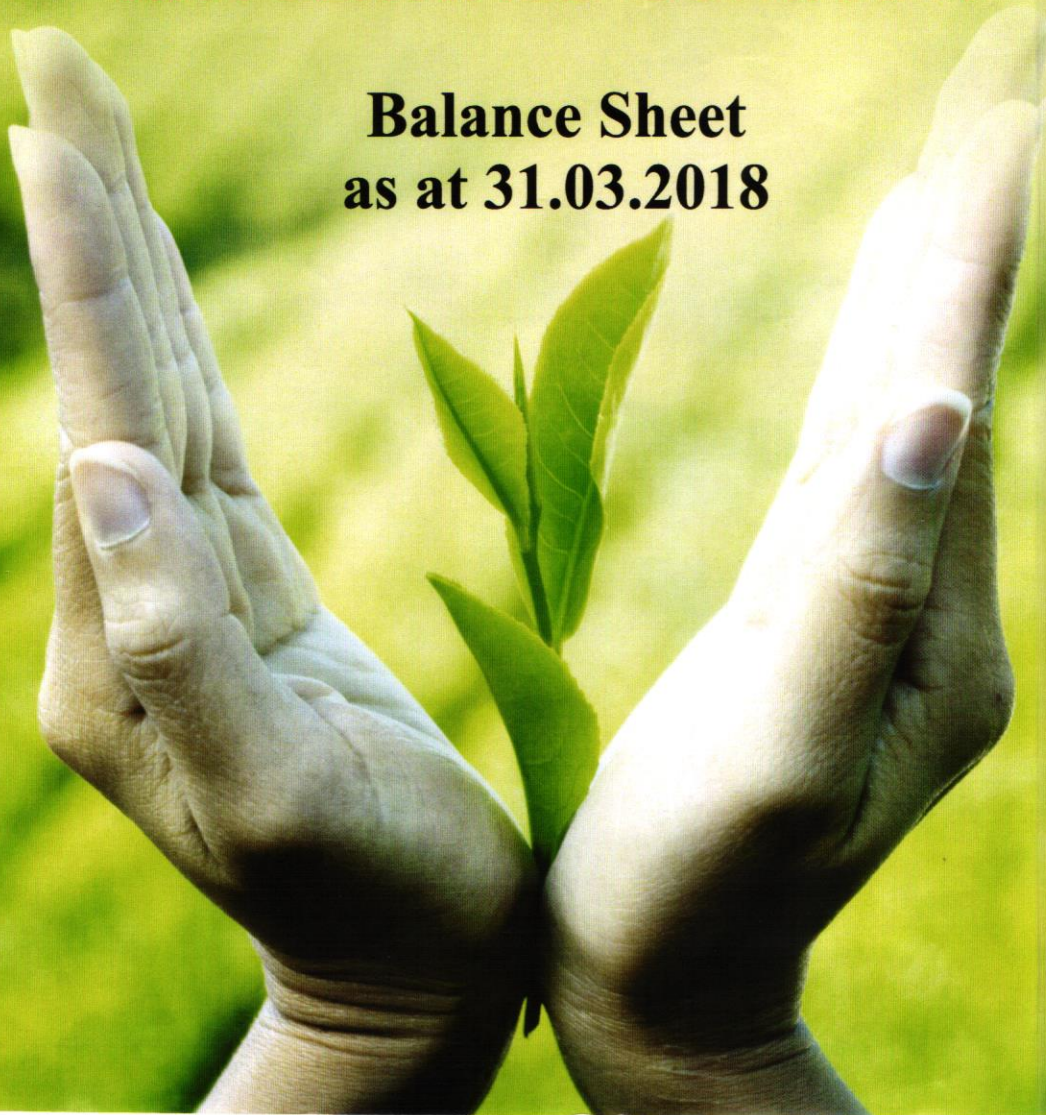


INDONG TEA CO. PVT. LTD.

4/1, Middleton Street, Kolkata - 700 071

**ISO 22000, TRUST TEA &
RFA CERTIFIED COMPANY**

**Balance Sheet
as at 31.03.2018**



Corporate Information

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

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 31st March 2018.

<u>FINANCIAL RESULTS:</u>	2017-18	2016-17
Sales & Other Income	13,93,22,953	13,84,37,111
Net Profit/(Loss) for the year	7,88,053	(50,53,839)
Profit / (Loss) after Tax :	(12,26,511)	(53,20,337)
Add : Balance of Profit/(Loss) from previous years	(7,80,70,675)	(7,27,50,338)
Balance carried to Balance Sheet	(7,92,97,186)	(7,80,70,675)

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 2017-2018, Your Company reported a Net loss of Rs.12.26 Lacs against Net loss of Rs.53.20 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 and encouraging.

The total crop (Green leaf) harvested during the year 2017-18 was 3507459 Kg & Green Leaf purchased during the year was 275202Kg purchased from small growers and Total Tea made is 906022 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 information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2018 is given here below:

A. Conservation of Energy :

- I. In line with the Company's commitment towards conservation of energy, tea estate and units continue with their efforts aimed at improving energy efficiency through improved operational and maintenance practices. The steps taken in this direction at tea estate and unit are as under :
 - Reducing power consumption by providing coal savers, wind ventilators and VFBD driers.
 - Replacement of inefficient motors with energy efficient motors.
 - Upgradation of Machineries and installation of new machineries based on fuel or power efficiency.
 - Maintenance and overhauls of generators to achieve a high unit per ltr. delivery
 - Monitoring the maximum demand and power load factor on daily basis.
 - Installation of adequate power capacitors for efficient utilization of available power.
 - Optimum power factor is being maintained to avoid surcharge on power factor as well as to get maximum rebate on electricity consumption bills.
- II. Company Proposed for installation of solar pump set for irrigation and street lighting at workers colony as well as factory compound for utilizing alternate source of energy.
- III. The Capital investment on energy conservation equipment was NIL.

B. Technology Absorbtion :

- I. Managerial staff are encouraged to attend seminars and training programmes for agricultural practices in the field and manufacturing process in the factories.
- II. The benefits derived like increase in productivity and cost reduction in tea estate.
- III. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – NOT APPLICABLE.
- IV. Expenditure on R&D – Research & Development activities are being carried out as part

of the Company's normal business activities. Hence, no separate expenditure figures are available. In addition, the Company contributes for the activities of Tea Research Association regularly.

The Company has incurred an expenditure of ` 1.75 lakh being amount paid to TRA as above.

C. Foreign Exchange Earnings and Outgo

There was no foreign exchange inflow or Outflow.

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 5 (Five) Board meetings during the financial year on 2.06.2017, 18.08.2017, 30.10.2017, 24.01.2018 and 30.03.2018.

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. 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) 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

95 Acres have been replanted with high yielding seed plants. Uprooting of 70 Acres have been done for further replanting. A nursery with a capacity of more than 8 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

The estate has started a well-planned "Dairy Farm Project" having comfortable accommodation facility for around 70 bovines. About 50% of the "Deshi" Cows have already been brought from Gir, Gujarat which is considered to be the best species available in the country as its Milk, Urine and Cow-dung are repleted with tremendous medicinal properties. The Dairy Farm once starts functioning in full swing, it will generate employment for the eligible dependents of the permanent garden workers.

E) Water Supply And Sanitation:

Three Nos. of Piped Water Supply Scheme has also been Sanctioned for the workers' colonies of this estate by the P.H.E. Department, Government of West Bengal. NOC has already been issued by the garden authority and survey work by the concerned department has been carried out. The work is expected to commence soon.

F) Co-Operate Society:

A co-operative shop is constructed by WB Govt for the availability of essential goods to workers at reasonable price. The estate had given NOC for land.

G) New Buildings:

Pukka Store Godowns for Ration, Fuel, Pesticide and Chemicals, Fertilizers, Sprayers, Stores have been constructed for safe and proper storage.

H) 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. Already sewing machine & computers are installed for their training.
- iii) Regular periodical Health check-up is organised in the garden Hospital.
- iv) Labour Quarters are constantly under repairs & maintenance.
- v) 100 Toilets have been constructed.
- vi) Pukka Road consisting approx. 6kms has been built up under the PMGSY (Pradhan Mantri Gram Sadak Yojna).

24. EMPLOYEES & EMPLOYERS RELATION

The Management has good repo & relation with its employees and workers.


25. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers **Kotak Mahindra Bank Limited**, 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: 25th Day of May, 2018

On behalf of the Board of Directors


Hariram Garg
Director

(DIN: 00216053)

'ANNEXURE A'

Form No. MGT-9

**EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2018**

[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 TH 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	-	-	-

(B)(2)									
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	5107119	5107119	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 compan	% of Shares Pledged/ encumbered to total shares	
1	ASIAN CAPITAL MARKET LIMITED	319087	6.25	Nil	319087	6.25	Nil	0
2	ASIAN TEA & EXPORTS LTD	1637798	32.07	Nil	1637798	32.07	Nil	0
3	AZAMABAD TEA COMPANY PVT LTD	431579	8.45	Nil	431579	8.45	Nil	0
4	MADAN LAL GARG	375579	7.35	Nil	375579	7.35	Nil	0
5	DEBIJHORA TEA COMPANY LTD	185263	3.63	Nil	185263	3.63	Nil	0
6	SRIRAM TOKHARAM TEA VANIJYA PVT LTD	66352	1.30	Nil	66352	1.30	Nil	0
7	RAMESH KUMAR AGARWAL	81421	1.59	Nil	81421	1.59	Nil	0
8	RAMESH KUMAR AGARWAL & SONS (HUF)	18237	0.36	Nil	18237	0.36	Nil	0
9	ANITA AGARWAL	69184	1.35	Nil	69184	1.35	Nil	0
10	SANJAY KUMAR AGARWAL	132421	2.59	Nil	132421	2.59	Nil	0
11	SANJAY KUMAR AGARWAL & SONS	17737	0.35	Nil	17737	0.35	Nil	0
12	INDRA DEVI AGARWAL	67526	1.32	Nil	67526	1.32	Nil	0
13	SOHAN LAL AGARWAL	70553	1.38	Nil	70553	1.38	Nil	0

14	PAWAN KUMAR AGARWAL	101605	1.99	Nil	101605	1.99	Nil	0
15	MANOJ KUMAR AGARWAL	46316	0.91	Nil	46316	0.91	Nil	0
16	GREENEX CHEMICALS PVT LTD	157895	3.09	Nil	157895	3.09	Nil	0
17	IBM FINANCE & INVESTMENT PVT LTD	588516	11.52	Nil	588516	11.52	Nil	0
18	HARIRAM GARG	60000	1.17	Nil	60000	1.17	Nil	0
19	SUNIL GARG	60000	1.17	Nil	60000	1.17	Nil	0
20	RAJESH GARG	60000	1.17	Nil	60000	1.17	Nil	0
21	ASIAN HOUSING & INFRASTRUCTURE	120000	2.35	Nil	120000	2.35	Nil	0
22	BRAHMAPUTRA COMMODITIES PVT	440000	8.62	Nil	440000	8.62	Nil	0
23	CHAMPA DEVI VERMA	5	0.0	Nil	5	0.0	Nil	0.00
24	DURGA KADEL	5	0.0	Nil	5	0.0	Nil	0.00
25	KISHORI VERMA	5	0.0	Nil	5	0.0	Nil	0.00
26	PREMA DEVI SONI	5	0.0	Nil	5	0.0	Nil	0.00
27	SUKH DEO SANJEEV KUMAR (HUF)	5	0.0	Nil	5	0.0	Nil	0.00
28	SUKH DEO VERMA	5	0.0	Nil	5	0.0	Nil	0.00
29	SURESH CHANDRA BINOD KUMAR (HUF)	5	0.0	Nil	5	0.0	Nil	0.00
30	TEJPAL SONI	5	0.0	Nil	5	0.0	Nil	0.00
31	BANSHIDHAR AGARWAL & SONS	5	0.0	Nil	5	0.0	Nil	0.00
32	RINKU AGARWAL	5	0.0	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					
	At the beginning of the year	N.A.	N.A	N.A.	N.A.
	Increase/ (Decrease) in Promoters Share holding during the year.	Increase in no. of shares - N.A			
	At the End of the year	N.A	N.A	N.A	N.A.

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

Name of the Shareholder:

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
	For Each of the Top 10 Shareholders				
	At the beginning of the year				-
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/	-	N/A	-	-
	At the End of the year (or on the date of separation, if separated during the year)			-	-

Name of the Shareholder:

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
	For Each of the Top 10 Shareholders				
	At the beginning of the year		N/A	-	-
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/	-	-	-	-
	At the End of the year (or on the date of separation, if separated during the year)			-	-

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the company
1.	HARIRAM GARG				
	At the beginning of the year	60000	1.17		
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/	Increase in no. of shares - 0			
	At the End of the year	60000	1.17	60000	1.17

Sl. No.	For Each of the Directors	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the company
2.	MADAN LAL GARG				
	At the beginning of theyear	375579	7.53		
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease(e.g. allotment/ transfer/ bonus/	Increase in no. of shares - 0			
	At the End of the year	375579	7.53	375579	7.53
Sl. No.	For Each of the Directors	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the company
3.	RAJESH GARG				
	At the beginning of theyear	60000	1.17		
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease(e.g. allotment/ transfer/ bonus/	Increase in no. of shares - 0			
	At the End of the year	60000	1.17	60000	1.17