

The Bormah Jan Tea Company (1936) Limited

BOARD OF DIRECTORS :	BHARAT BAJORIA	<i>Mg. Director</i>
	NAMRATA BHARTIA	
	RADHEY KANT DIXIT	
	MUDIT BAJORIA	
CFO :	UTTAM KUMAR RUNGTA	
COMPANY SECRETARY :	AMITA DIWAN	
AUDITORS :	B. C. KUNDU & CO. Chartered Accountants P-17, Mission Row Extn. Kolkata - 700 013	
BRANCH AUDITORS :	G. BASU & CO. Chartered Accountants 3, Chowringhee Approach Kolkata - 700 072	
BANKERS :	ICICI BANK LIMITED HDFC BANK LIMITED	
REGISTERED OFFICE :	3, NETAJI SUBHAS ROAD, KOLKATA - 700 001	
GARDEN :	BORMAH JAN TEA GARDEN P. O. - HALEM DIST. - SONITPUR ASSAM - 784 170	
	OUPHULIA TEA GARDEN P. O. - MORANHAT DIST :- DIBRUGARH ASSAM - 785 670	
TRANSFER REGISTRAR & SHARE AGENTS :	MAHESHWARI DATAMATICS PVT. LTD. 23, R. N. MUKHERJEE ROAD KOLKATA - 700 001	

The Bormah Jan Tea Company (1936) Limited

3, Netaji Subhas Road, Kolkata - 700 001

Tel : 033 2248 3585 / 0313, Fax : 22482762

email : accounts@teestavalley.com | website : www.bormahjantea.com

CIN : L01132WB1936PLC008535

NOTICE

Notice is hereby given that the 80th Annual General Meeting of the Members of The Bormah Jan Tea Co (1936) Ltd. will be held at "McLeod House", 3, Netaji Subhas Road, Kolkata: 700 001 on Thursday, the 21st September, 2017 at 12.00 P. M to transact the following business :-

ORDINARY BUSINESS:

1. To consider and adopt the Statement of Profit & Loss for the year ended 31st. March, 2017, the Balance Sheet as at that date and the Director's Report and Auditors' Report thereon.
2. To Declare Dividend.
3. To appoint a Director in place of Mr. Mudit Bajoria (holding DIN 00015402) who retires by rotation and being eligible offers himself for re-appointment.
4. To ratify the appointment of M/s B C Kundu & Co. Chartered Accountants, Kolkata (Firm Registration No. 301007E) as approved by the Members at the 77th Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of 82nd Annual General Meeting, and that the Board of Directors be and are hereby authorized to fix their remuneration as recommended by the audit committee.
5. To appoint Branch Auditors and to fix their remuneration.

SPECIAL BUSINESS:

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

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

Registered Office:

3, Netaji Subhas Road,
Kolkata: 700 001

Dated: The 1st August, 2017

By Order of the Board

The Bormah Jan Tea Co (1936) Ltd

Mudit Bajoria

Director

DIN : 00015402

NOTES:

- a) A Member entitled to attend and vote at the Annual General Meeting may appoint a Proxy to attend and vote thereat instead of himself. A Proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Company's Registered Office situated at 3, Netaji Subhas Road, Kolkata: 700 001 not less than forty-eight hours before the Meeting.

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

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- b) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the item of Special Business is annexed hereto.
- c) The Register of Members and Share Transfer Books of the Company will remain closed from 18th September, 2017 to 21st September, 2017 (both days inclusive).
- d) A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his queries to the Company at least seven days prior to the Meeting so that the required information can be made available at the Meeting.
- e) Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- f) In case of joint holders, attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the meeting.
- g) **Instruction on e-voting :** In compliance with section 108 of the Companies Act 2013, Rule 20 of the Companies (Management and Administration) Rule 2014 and amended and Clause 35B of the Listing Agreement, the company has provided a facility to the members to exercise their votes electronically (remote e-voting) through electronic voting service facility arranged by CDSL. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
- h) The voting rights of the members shall be in proportion to their shares in the paid up equity share capital of the company as on the cutoff date of 14th September 2017 i.e. the cut off date, are entitled to vote on the Resolutions set forth in this notice.
- i) The members may cast their votes on electronic voting system from a place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Monday 18th September 2017 and will end at 5.00 p.m. on Wednesday 20th September 2017. In addition, the facility for physical voting shall also be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting or through Ballot form, shall be eligible to vote at the AGM. The company has appointed Mr. Babu Lal Patni (FCS-2304) Practising Company Secretary, to act as the Scrutinizer, to scrutinise the entire e-voting process in a fair and transparent manner. The members desiring to vote through remote e-voting are requested to refer to the detailed procedure given as under :
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on the Shareholders.
 - 3) Now, select the "The Bormah Jan Tea Co (1936) Limited", from the drop down menu and click on "SUBMIT".
 - 4) Now enter your user ID :
 - a) For CDSL – 16 digits beneficiary ID.
 - b) For NSDL – 8 Character DP ID followed by 8 Digits Client ID.
 - c) Members holding shares in physical form should enter folio number registered with the company.
 - 5) Next enter the image verification as displayed and click on login.
 - 6) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, than your existing password is to be used.

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- 7) If you are first time user follow the steps given below :

For Members holding shares in Demat form and physical form

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

- 8) After entering these details appropriately, click on "SUBMIT" tab.
- 9) Members holding shares in physical form will then directly reach the company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password filed. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 10) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- 11) Click on the EVSN for the relevant (The Bormah Jan Tea Co (1936) Limited) on which you choose to vote.
- 12) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 13) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- 14) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK" else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 15) Once your "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- 16) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- 17) If a demat account holder has forgotten the login password then enter the user ID and the image verification code and click on Forgot Password and enter the details as promoted by the system.

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18) Note for Non-Individual Shareholders and Custodians :

- a) Non-individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and registered themselves as Corporates.
- b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c) After receiving the login details a Compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in the favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

19) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQ) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

- i. The notice of annual general meeting will be sent to the members, whose names appear in the register of members/depositories as at closing hours of business on 18th August, 2017.
- j. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 14th September, 2017. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
- k. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of annual General Meeting and holding shares as of the cut-off date, i.e., 14th September, 2017, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on helpdesk.evoting@cdslindia.com.
- l. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, voting through Ballot Form, as well as voting at the Annual General Meeting through polling paper.
- m. Mr. Babu Lal Patni, Practicing Company Secretary (Membership No. FCS 2304), has been appointed as the Scrutinizer to scrutinize the remote e-voting process (including the Ballot Form received from the Members who do not have access to the remote e-voting process) in a fair and transparent manner.
- n. At the Annual General Meeting, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting for all those members who are present but have not cast their vote electronically using the remote e-voting facility or Ballot Form.
- o. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make

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not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

- p. The Chairman or a person authorized by him in writing shall declare the result of voting forthwith.
- q. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bormahjantea.com and on the website of CDSL helpdesk.evoting@cdslindia.com immediately after the result declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to The Calcutta Stock Exchange Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 6

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

- Period : Five years with effect from 1st. April, 2017
- Remuneration : Salary Rs. 1,00,000 per month with such revision as the Board may approve from time to time in the salary grade of Rs.10,000.
- Perquisites : Gas, electricity,, water etc. and telephone at residence will be borne by the Company in accordance with the Rules of the Company. Cost of personal long distance calls, however, will be borne by him.
- Car : Company car with driver under the Company's Scheme applicable for senior executive staff of the Company.
- Medical : Re-imbusement of self and family at actual, including cost of medical insurance.
- Club Fees : Re-imbusement of Club Subscription/Fees as per applicable Rules of the Company.
- Others : Personal Accident Insurance and other perquisites, which are applicable to senior executive staff of the Company, shall also apply to him.
- Retrial Benefits : Contributions to the Provident Fund, Superannuation/Pension Fund and/or Annuity Fund in accordance with the Rules and Regulations governing the said funds. Gratuity will be payable in accordance with the Rules of the Company and such Gratuity shall not exceed half a month's salary for each completed year of service.
- Minimum Remuneration: In the event of loss or inadequacy of profits in any year during the tenure of his office, he shall be paid remuneration as above as minimum remuneration subject to compliance with the legal provisions as may be applicable.
- Nature of Duties : He shall have substantial power of management subject to the superintendence, control and direction of the Board.
- Other Conditions : 1. He shall not entitled to any sitting fees for attending meetings of the Board or Committees thereof.
2. Each party has the right of terminating the re-appointment by giving three months' notice on either side.

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

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

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

Registered Office:
3, Netaji Subhas Road,
Kolkata: 700 001
Dated: The 1st August, 2017

By Order of the Board
The Bormah Jan Tea Co (1936) Ltd
Mudit Bajoria
Director
DIN : 00015402

The Bormah Jan Tea Company (1936) Limited

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting the 80th Annual Report together with the Audited Accounts for the year ended 31st March, 2017.

FINANCIAL HIGHLIGHTS & PERFORMANCE

Particulars	2016-17	2015-16
Total Revenue	25,80,16,815	23,41,16,973
Total Expenses	24,35,80,523	21,35,24,167
Profit before Extra ordinary Items, Depreciation & Tax	1,44,36,292	2,05,92,806
Depreciation	1,18,91,526	1,28,76,891
Profit Before Extra Ordinary Items and Tax	25,44,766	77,15,915
Extra Ordinary Items	NIL	NIL
Profit Before Tax	25,44,766	77,15,915
Tax Expenses – Current Tax	2,00,000	8,00,000
Deferred Tax	(7,93,031)	(7,63,260)
Profit for the Year	31,37,797	76,79,175
Balance brought forward from previous year	7,85,45,479	7,30,91,973
Balance available for appropriations	8,16,83,276	8,07,71,148
Proposed Dividend	1,25,000	1,87,500
Tax on Dividend	25,447	38,170
Transfer to General Reserve	5,00,000	20,00,000
Balance Carried Forward	8,10,32,829	7,85,45,479

DIVIDEND

Your Directors are pleased to recommend a dividend of Rs. 1/- on Rs. 10/- per Equity Shares (i.e. 10%) for 1,25,000 Equity Shares amounting Rs. 1,25,000/- for the financial year 2016-2017.

TRANSFER TO RESERVES

The Company proposes to transfer Rs. 5,00,000/- to the General Reserve out of the amount available for appropriation and an amount of Rs. 8,10,32,829/- is proposed to be retained in the Profit & Loss Account.

OPERATIONS

During the year 12,49,367 kgs of tea was manufactured as against 11,85,614 kgs in the previous year. During the year under review, the production of the Company was up to the previous year, due to better supervision and control. We have been able to produce better quality by which company achieved better price realisation.

CORPORATE SOCIAL RESPONSIBILITY

The Company continued with its welfare activities for development in the field of education, culture and other welfare measures to improve the general standard of living in and around the Tea Estates. The emphasis was on improvement of health, development of education, culture and sports. Medical assistance was also provided to the nearby villages through medical camps. The Company also conducts out-reach programmes to cover the medical needs of certain remote areas accessible from its Tea Estates. The Company continues to render assistance both monetarily and with man-power, to hold regular camps for eye related needs.

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

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DIRECTORS' RESPONSIBILITY STATEMENT

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

1. In the preparation of the Annual Accounts, the applicable accounting standards have been followed and there has been no material departure.
2. The Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit/loss of the Company for that period.
3. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The Directors had prepared the Annual Accounts on a going concern basis. At the Board of Director meeting dated 12.03.2015, a scheme of amalgamation of the Company with the Teesta Valley Tea Company Limited w.e.f 01.04.2014 has been approved. The Scheme is subject to approval of the Hon'ble High Court of Calcutta. Pending the approval, the Management consider the Company as a going concern.
5. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
6. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS & KEY MANAGERIAL PERSONNEL

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

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

During the year, the company had four Key Managerial Personnel, being Mr Bharat Bajoria, Managing Director, Mr Aloke Kumar Roy, Whole Time Director Miss Amita Diwan, Company Secretary and Mr Uttam Kumar Rungta, CFO.

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

The Board met Eleven times during the year on 26.05.2016, 27.06.2016, 10.08.2016, 17.08.2016, 11.11.2016, 05.12.2016, 26.12.2016, 18.01.2017, 10.02.2017, 20.02.2017 and 06.03.2017. The interval gap between any two Board meetings was within the period prescribed by the Companies Act, 2013.

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

BOARD EVALUATION

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

AUDIT COMMITTEE

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

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

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

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NOMINATION AND REMUNERATION COMMITTEE

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

The Committee met once during the year on 10.06.2016.

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

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

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

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

PREVENTION OF INSIDER TRADING:

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

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

INTERNAL FINANCIAL CONTROLS:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

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

VIGIL MECHANISM/WHISTLE BLOWER POLICY:

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

RISK MANAGEMENT POLICY:

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

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

ISSUE OF SHARES:

During the Financial year ended 31st March, 2017:

- i) The Company has not granted any Employees Stock Option.
- ii) The Company has not issued any Sweat Equity Shares.

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- iii) The Company has not issued any equity shares with differential rights.
- iv) The Company has not allotted any bonus shares during the year.

CODE OF CONDUCT:

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

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

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

DETAILS REGARDING SUBSIDIARIES :

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

DEPOSITS

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

GOING CONCERN STATUS

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

MATERIAL CHANGES AFTER END OF THE FINANCIAL YEAR

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

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT

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

TRANSACTIONS WITH RELATED PARTIES

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

Your directors draw attention of the members to Note 26 (d) to the financial statement which sets out related party transactions disclosures.

AUDITORS

M/s B.C. Kundu & Co. Chartered Accountants, Kolkata (Firm Registration No. 301007E) as approved by the Members at the 77th Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of 82nd Annual General Meeting and are eligible, for re-appointment as Auditor. The Company has received confirmation from the firm to the effect that their re appointment, if made, would be within the prescribed limit under the Companies Act, 2013, and they are not disqualified for the re-appointment.

BRANCH AUDITORS

M/s G.Basu & Co. Chartered Accountants, retire and are eligible for re-appointment.

AUDITORS REPORT

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

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SECRETARIAL AUDIT

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

ANNUAL RETURN

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

PARTICULARS OF EMPLOYEES

The required details are provided in Annexure "II" annexed to this report.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

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

DEMATERIALISATION OF SHARES

Your Company's Shares are tradable compulsorily in electronic form under ISIN No INE 720E01017 and your Company has established connectivity with Central Depository Services (India) Limited (CDSL).

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industrial Structure, Development opportunity and Outflow

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

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

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

Risk Concerns and Threats

Your Company has two Tea Plantation unit i.e. Bormah Jan Tea Estate and Ouphulia Tea Estate for producing quality of Teas in this competitive market the Company needs huge capital investments and also for replacement of its existing technology and machines. Though the Company has the commandable market in the Tea Industry, the fluctuation in the Capital Market and current recession leads to lowering the buying capacity of customers may lead to declining in the profits of the Company. Though the Company has a very reputation in the locality and vicinity of the Tea Plantation.

EMPLOYEE RELATIONS

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

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

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

For and on behalf of the Board

3, Netaji Subhas Road,
Kolkata - 700 001.
Dated : the 1st August , 2017

B. BAJORIA *Managing Director*
MUDIT BAJORIA *Director*

The Bormah Jan Tea Company (1936) Limited

ANNEXURE- I

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

S.No	Date of Meeting	B. Bajoria, M.D.	A.K Majumdar	A K Roy	R K Dixit	Mudit Bajoria	N. Bhartia
1	26.05.2016	Present	Present	Present	Present	Present	Present
2	27.06.2016	Present	Expired	Present	Present	Present	Present
3	10.08.2016	Present	N.A.	Present	Present	Present	Present
4	17.08.2016	Present	N.A.	Present	Present	Present	Present
5	11.11.2016	Present	N.A.	Present	Present	Present	Present
6	05.12.2016	Present	N.A.	Present	Present	Present	Present
7	26.12.2016	Present	N.A.	Present	Present	Present	Present
8	18.01.2017	Present	N.A.	Present	Present	Present	Present
9	10.02.2017	Present	N.A.	Present	Present	Present	Present
10	20.02.2017	Present	N.A.	Resigned	Present	Present	Present
11	06.03.2017	Present	N.A.	N.A.	Present	Present	Present

PARTICULARS OF GENERAL MEETINGS HELD DURING THE LAST THREE FINANCIAL YEARS

S.No	Financial Year	Date	Time	Venue
1.	2013-2014	29th September, 2014	3.00 P.M.	3, Netaji Subhas Road, Kolkata - 1
2.	2014-2015	29th September, 2015	2.00 P.M.	3, Netaji Subhas Road, Kolkata - 1
3.	2015-2016	29th September, 2016	12.00 P.M.	3, Netaji Subhas Road, Kolkata - 1

ANNEXURE "II"

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

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

Median remuneration of all the employees of the Company For the financial year 2016-2017	Rs. 68,379/-
The percentage increase in the median remuneration of employees in the financial year	2.71 %
The number of permanent employees on the rolls of company as on 31 March, 2017	1479

The Bormah Jan Tea Company (1936) Limited

Name of Director	Ratio of remuneration to median remuneration of all employees	% increase in remuneration in the financial year 2016-2017
Executive Directors		
Mr Bharat Bajoria, Managing Director	15.79 : 1	12.50 %
Mr Aloke Kumar Roy	8.82 : 1	No Increase
Independent Directors		
Mr. Mudit Bajoria	0.30 : 1	No Increase
Mrs. Namrata Bhartia	0.30 : 1	No Increase
Mr Radhey Kant Dixit	0.30 : 1	No Increase

Notes:

- The ratio of remuneration to median remuneration is based on remuneration paid during the period 1st April 2016 to 31st March 2017.
- Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
Average percentile made in the salaries of employees other than the Key managerial personnel in the last financial year i.e 2016-17 was 2.71 % where as the increase made in the Key managerial remuneration for the same financial year was 12.50 %.
- Remuneration is as per the remuneration policy of the Company : The remuneration paid during the financial year ended 31st March 2017 is in terms of the Remuneration Policy of the Company.
- DISCLOSURE UNDER RULE 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

A. List of top 10 Employees:-

Name of the Employee	Designation	Remuneration Received*	Nature of Employment, whether contractual or otherwise	Qualifications & Experience	Date of commencement	Age (years)	Last employment held before joining the Company	Name of the Director of the Company who is relative
Bharat Bajoria	Managing Director	10,80,000	Employee	B.Sec	02.02.1998	64	N.A.	Self
Aloke Kr. Roy	Whole Time Director	6,03,000	Employee	B.Com	01.09.2012	70	DLX Limited	Self
Uttam Kr. Rungta	C.F.O	7,81,780	Employee	C.A. B.Com(H)	10.06.2007	37	N.A.	N.A.
Ram Kishan Nowal	Manager	3,20,004	Employee	B.A.	01.07.1977	63	N.A.	N.A.
Ashok A Carpenter	General Manager	12,03,935	Employee	Diploma in Buss. Adm.	10.03.2008	62	Apeejay Limited	N.A.
Ashok Tondon	General Manager	11,20,100	Employee	B.Sec	01.11.2008	65	McLeod Russel Ltd.	N.A.
Ajay Tiwari	Assistant Manager	6,06,055	Employee	M.A.(Ecos)	01.01.2008	57	Dhrung Tea Estate	N.A.
Amal Sahu	Assistant Manager	6,56,655	Employee	B.Com	19.03.2007	50	Trayon Tea Co Ltd.	N.A.
Uttam Majumdar	Assistant Manager	6,16,510	Employee	M.A.(Ecos)	15.11.2008	54	AFT Limited	N.A.
Girish Chaturvedi	Assistant Manager	4,58,160	Employee	B.A.	01.04.2011	37	Nathoni Tea Estate	N.A.

The Bormah Jan Tea Company (1936) Limited

- * Remuneration includes salary, allowances, bonus and value of certain perquisites evaluated on the basis of Income Tax Act and Rules
- B. There is no employee employed throughout the financial year who was in receipt of remuneration in excess of one crore and two lacs rupees per annum.
- C. There is no employee employed for a part of the financial year who was in receipt of remuneration in excess of eight lacs and fifty thousand rupees per month.

The Bormah Jan Tea Company (1936) Limited

BABU LAL PATNI
COMPANY SECRETARY

51, NALINI SETT ROAD
5TH FLOOR, ROOM NO 19
KOLKATA - 700 007
TEL NO: 2259-7715/6
E-mail : patnibl@yahoo.com

ANNEXURE III

FORM No MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

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

To,
The Members,
The Bormah Jan Tea Company (1936) Limited
3, Netaji Subhas Road
Kolkata-700001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by The Bormah Jan Tea Company (1936) Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of The Bormah Jan Tea Company (1936) Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 generally complied with the statutory provisions listed hereunder and also the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by The Bormah Jan Tea Company (1936) Limited ("the company") for the financial year ended on 31st March, 2017 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

The Bormah Jan Tea Company (1936) Limited

- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period).
- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the Audit Period).
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period).
- f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period).
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period).
- vi) The other laws that are applicable and complied by the company are:
 - i) The Tea Act, 1953
 - ii) Food Safety Standard Act, 2006.
 - iii) Assam Tea Plantation Labour Act, 1931
 - iv) The Assam Tea Plantations Provident Fund Scheme Act, 1955

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

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

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

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

The Bormah Jan Tea Company (1936) Limited

I further report that during the Audit period there was no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc., referred to above. Necessary approval has been received from the Calcutta Stock Exchange for the approval of Scheme of Amalgamation of the Company with the Teesta Valley Tea Co. Ltd. w.e.f. 01.04.2014. Necessary approval of National Company Law Tribunal is pending for the same.

Place : Kolkata
Dated : 28th July, 2017

Signature:
Name of the Company BABU LAL PATNI
Secretary in practice:
FCS No : 2304
C.P.No. : 1321

Note :

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

The Bormah Jan Tea Company (1936) Limited

BABU LAL PATNI
COMPANY SECRETARY

51, NALINI SETT ROAD
5TH FLOOR, ROOM NO 19
KOLKATA - 700 007
TEL NO: 2259-7715/6
E-mail : patnibl@yahoo.com

'Annexure A'

To,
The Members,
The Bormah Jan Tea Company (1936) Limited
3, Netaji Subhas Road
Kolkata-700001

My report of even date is to be read along with this letter.

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

Place : Kolkata
Dated : 28th July, 2017

Signature:
Name of the Company BABU LAL PATNI
Secretary in practice:
FCS No : 2304
C.P.No. : 1321

The Bormah Jan Tea Company (1936) Limited

Annexure - IV

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

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

I. REGISTRATION & OTHER DETAILS:

- (i) CIN : L01132WB1936PLC008535
- (ii) Registration Date : 04/03/1936
- (iii) Name of the Company : THE BORMAH JAN TEA CO. (1936) LIMITED
- (iv) Category/Sub-Category of the Company: Company having Share Capital
- (v) Address of the Registered office : 3, Netaji Subhas Road, Kolkata – 700 001
And contact details office : Tel. – 033 22483585, 22480313
email : accounts@teestavalley.com
Website – www.bormahjantea.com
- (vi) Whether listed company : Yes
- (vii) Name, Address & contact Details of Registrar & Transfer Agent, if any : Maheshwari Datamatics Pvt Limited
23, R. N. Mukherjee Road, Kolkata – 700 001
Tel. 033 2243 5029, 2248 2248

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Growing and Manufacturing of Tea	01271,10791	.100 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

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

The Bormah Jan Tea Company (1936) Limited

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

i) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year (as on 01-April-2016) (See note 1)				No of Shares held at the end of the year (As on 31-March-2017) (See note 2)				% change during the year
	Demat	Physical	Total	%	Demat	Physical	Total	%	
A. PROMOTERS									
(1) Indian									
a) Individual/ HUF	17615	43333	60948	48.76	17615	43333	60948	48.76	0
b) Central Govt.									
c) State Govt(s)									
d) Bodies Corporates	0	27972	27972	22.38	0	27972	27972	22.38	0
e) Banks/FI									
f) Any other									
Sub-total (A)(1)	17615	71305	88920	71.14	17615	71305	88920	71.14	0
(2) Foreign									
a) NRIs – Individual	0	0	0	0	0	0	0	0	
b) Other – Individuals	0	0	0	0	0	0	0	0	
c) Bodies Corp.	0	0	0	0	0	0	0	0	
d) Banks/FI	0	0	0	0	0	0	0	0	
e) Any other	0	0	0	0	0	0	0	0	
Sub-total (A)(2)	0	0	0	0	0	0	0	0	
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	17615	71305	88920	71.14	17615	71305	88920	71.14	0
B. PUBLIC SHAREHOLDING									
1. Institutions									
a) Mutual Funds									
b) Banks/FI	0	1600	1600	1.28	0	1600	1600	1.28	0
c) Central Govt.									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies	3700	0	3700	2.96	3700	0	3700	2.96	—
g) FIIs									
h) Foreign Venture Capital Funds									
i) Other (specify) Overseas Corporate Body									
Sub-total (B)(1)									

The Bormah Jan Tea Company (1936) Limited

Category of Shareholders	No of Shares held at the beginning of the year [as on 01-April-2016] (See note 1)				No of Shares held at the end of the year [As on 31-March-2017] (See note 2)				% change during the year
	Demat	Physical	Total	%	Demat	Physical	Total	%	
1 Non-Institutions									
a) Bodies Corporates									
i) Indian	0	6301	6301	5.04	0	6301	6301	5.04	0
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1.00 lac	705	23774	24479	19.58	705	23774	24479	19.58	0
ii) Individual shareholders holding nominal share capital in excess of Rs.1.00 lac									
c) Others (Specify)									
Non Resident Indians	0	0	0	0	0	0	0	0	0
Qualified Foreign Investor									
Custodian of Enemy Property									
Foreign Nationals									
Clearing Members									
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies-D R									
Sub-total (B) (2)	4405	31675	36080	28.86	4405	31675	36080	28.86	0
C. SHARES HELD BY CUSTODIAN FOR GDRs & ADRs									
Grand Total (A+B+C)	22020	102980	125000	100	22020	102980	125000	100	0

The Bormah Jan Tea Company (1936) Limited

ii) Shareholding of Promoters

S. No.	Name of Shareholder	Shareholding at the beginning of the year (See Note 1)			Shareholding at the end of the year (See Note 2)			% change in share holding during the year
		No of Shares	% of total Share	% of share Pledged/encumbered	No of Shares	% of total Share	% of share Pledged/encumbered	
1	Bharat Bajoria	18648	14.92	0	18648	14.92	0	0
2	S L Bajoria & Others (HUF)	22000	17.60	0	22000	17.60	0	0
3	Birdie Trading Pvt Ltd	10000	8.00	0	10000	8.00	0	0
4	Agastya Bhartia Beneficiary	3750	3.00	0	3750	3.00	0	0
5	Orlando Holdings Ltd	6097	4.88	0	6097	4.88	0	0
6	TheTingamira Tea Seeds Co Ltd	4900	3.92	0	4900	3.92	0	0
7	Banarhat Investment Co Pvt Ltd	2600	2.08	0	2600	2.08	0	0
8	Abha Bajoria	20300	16.24	0	20300	16.24	0	0
9	Teesta Valley Exports Ltd.	425	0.34	0	425	0.34	0	0
10	Mohanbari Investment Co. P. Ltd.	200	0.16	0	200	0.16	0	0
	Total	88920	71.14	0	88920	71.14	0	0

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

S. No.	Category of Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of the total shares of the Company	No. of shares	% of the total shares of the Company
		No change during the year			

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

S. No.	Category of Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of the total shares of the Company	No. of shares	% of the total shares of the Company
1	Zen Industrial Services Ltd	5000	4.00	5000	4.00
2	Life Insurance Corp of India	3700	2.96	3700	2.96
3	Ashok Tiwari	1800	1.44	1800	1.44
4	Central Bank of India	1500	1.20	1500	1.20
5	Suyash Kapoor	1464	1.17	1464	1.17
6	Vimal Jain	1300	1.04	1300	1.04
7	Amrit Lal Dholkia	1076	0.86	1076	0.86
8	A N Bose	1000	0.80	1000	0.80
9	Laxmi Kant Bora	1000	0.80	1000	0.80
10	Ratanaprove Seal	800	0.64	800	0.64

The Bormah Jan Tea Company (1936) Limited

v) Shareholding of Directors and Key Managerial Personnel :

S. No.	Category of Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of the total shares of the Company	No. of shares	% of the total shares of the Company
1	Bharat Bajoria	18648	14.92	18648	14.92

V. INDEBTNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
1) Principal amount	14,38,30,796	90,00,000	NIL	15,28,30,796
2) Interest due but not paid	NIL	NIL	NIL	NIL
3) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (1 + 2 + 3)	14,38,30,796	90,00,000	NIL	15,28,30,796
Change in Indebtedness during the financial year				
Addition	70,89,046	NIL	NIL	70,89,046
Reduction	1,55,45,098	7,00,000	NIL	1,62,45,098
Net Change	(84,56,052)	(7,00,000)	NIL	(91,56,052)
Indebtedness at the end of the financial year				
1) Principal amount	13,53,74,744	83,00,000	NIL	14,36,74,744
2) Interest due but not paid	NIL	NIL	NIL	NIL
3) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (1 + 2 + 3)	13,53,74,744	83,00,000	NIL	14,36,74,744

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to managing Director, Whole-time directors and/or manager

S. No.	Particulars of Remuneration	Total Amount (in Rs)	
		Mr Bharat Bajoria M.D.	A K Roy W T D
1.	Gross Salary		
a)	Salary as per provisions contained in Section 17 (1) of the Income Tax Act, 1961	10,80,000	6,03,000
b)	Value of perquisites u/s 17(2) Income Tax Act, 1961	NIL	NIL
c)	Profits in lieu of salary u/s 17(3)) Income Tax Act, 1961	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweet Equity	NIL	NIL
4.	Commission - % of the profit	NIL	NIL
5.	Others	NIL	NIL
	Total	10,80,000	6,03,000
	Ceiling as per the Act		

The Bormah Jan Tea Company (1936) Limited

B. Remuneration to other Directors

S. No.	Particulars of Remuneration	Name of Directors				Total Amount (in Rs.)
		A.K. Majumdar	R K Dixit	M Bajoria	Namrata Bharatia	
1.	Independent Directors					
	Fee for attending board meetings	—	20,000	20,000	—	40,000
	Fee for attending Committee meetings	—	—	—	—	—
	Commission	—	—	—	—	—
	Others	—	—	—	—	—
	Total (1)	—	20,000	20,000	—	40,000
2.	Other Non-Executive Directors					
	Fee for attending board meetings	—	—	—	20,000	20,000
	Fee for attending Committee meetings	—	—	—	—	—
	Commission	—	—	—	—	—
	Others	—	—	—	—	—
	Total (2)	—	—	—	20,000	20,000
	Total Managerial Remuneration (1 + 2)					60,000
	Overall Ceiling as per Act					

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

S. No.	Particulars of Remuneration	Total Amount (in Rs) Mr U K Rungta, CFO	Amita Diwan, Company Secretary
1.	Gross Salary		
	a) Salary as per provisions contained in Section 17 (1) of the Income Tax Act, 1961	7,81,700	96,000
	b) Value of perquisites u/s 17(2) Income Tax Act, 1961	NIL	NIL
	c) Profits in lieu of salary u/s 17(3) Income Tax Act, 1961	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweet Equity	NIL	NIL
4.	Commission - % of the profit	NIL	NIL
5.	Others	NIL	NIL
	Total	7,81,700	96,000

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

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

Place : Kolkata
Dated : 1st August, 2017.

BHARAT BAJORIA *Managing Director*
MUDIT BAJORIA *Director*

The Bormah Jan Tea Company (1936) Limited

ANNEXURE V TO THE DIRECTORS' REPORT

Particulars of Conservation of energy and technology absorption in terms of Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of their Board of Directors), Rules, 1988 forming part of Directors' Report for the year ended 31st March, 2017

(A) CONSERVATION OF ENERGY

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

FORM "A"

Power and Fuel Consumption

	31st March 2017	31st March 2016
1. Electricity		
(a) Purchased		
Unit	10,94,097	9,80,221
Total Amount	1,00,92,677	90,00,173
Rate/Unit	9.22	9.18
(b) Own Generator		
i) Through Diesel Generator		
Unit	2,77,724	3,42,197
Unit per Ltr. of Diesel Oil	3.69	3.41
Cost/Unit	7.36	6.83
ii) Through Steam Turbine Generator		
Units	—	—
Unit per / Litre of Fuel Oil/Gas	—	—
2. Coal		
Quantity	4,95,506	4,45,388
Total Cost	46,08,206	39,63,953
Average Rate	9.30	8.90
3. Furnace Oil		
Quantity (K. Lts.)	—	—
Total Amount	—	—
Average Rate	—	—
4. Other/Internal Generation		
Quantity	1,37,23,020	1,37,05,530
Total Cost	27,64,517	32,96,425
Average Rate/Unit	0.20	0.24
(B) Consumption per Unit of Production		
Unit - Kgs. TEA	12,49,367	11,85,614
Electricity	0.88	0.83
Own Generation	0.22	0.29
Furnace Oil	—	—
Coal	0.06	0.06
Others	30.03	29.99

The Bormah Jan Tea Company (1936) Limited

FORM "B"

RESEARCH AND DEVELOPMENT (R & D)

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

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

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

FOREIGN EXCHANGE EARNINGS AND OUTGO

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

The Company has no inhouse R & D facility for improvement, or innovation and absorption and/or adaptation of technology, for company's products. The Company subscribes to Tea Research Association and other recognised institutions within the meaning of Section 35(1) of the Income Tax Act and avails of the technological expertise received from such bodies from time to time.

Not Applicable

"McLeod House"
3, Netaji Subhas Road,
Kolkata-700 001.
Dated, the 1st day of August, 2017

B. BAJORIA Mg. Director
MUDIT BAJORIA Director

**INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF
THE BORMAH JAN TEA COMPANY (1936) LIMITED**

Report on the Financial Statements:

1. We have audited the accompanying financial statements of The Bormah Jan Tea Company (1936) Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit & Loss, 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 also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility:

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made there under, including the accounting and auditing standards and the matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. 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.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the financial statements.

The Bormah Jan Tea Company (1936) Limited

Basis for Qualified Opinion

8. Neither any provision has been made against liabilities on account of gratuity nor the same have been determined through Actuarial Valuation. This is not in continuity with AS 15 (revised). The impacts thereof are not readily ascertainable. To that extent the profit is overstated and the Liability is under stated.
9. Neither any provision has been made against liabilities on account of payment of bonus nor the same have been determined. To that extent the profit is overstated and the Liability is under stated.

Qualified Opinion

10. In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter referred to in Basis for Qualified Opinion paragraph above, 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, of the state of affairs of the Company as at 31st March, 2017, and its profit and its cash flows for the year ended on that date.

Emphasis of Matter

11. We have not audited the financial statements/information of two number branches included in the financial statements of the Company whose financial statements / financial information reflect total assets of Rs.1,45,03,310/- as at 31st March, 2017 and total gross revenues of Rs. NIL for the year ended on that date, as considered in the Financial Statements. The financial statements/information of these branches have been audited by the branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of these branches, is based solely on the report of such branch auditors.
12. A Scheme of Amalgamation of the Company with the Teesta Valley Tea Co. Limited has been approved by the Board of Directors in their meeting dated 12th March, 2015. The Scheme is subject to the approval of the Hon'ble NCLT of Kolkata. Pending the approval of the scheme, the Management considers the Company as a going concern. Refer Note to Financial Statements No. 26(j).
13. Our opinion is not qualified in respect of these matters.

Report on Other Legal and Regulatory Requirements:

14. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure B, a statement on the matters specified in paragraph 3 and 4 of the Order.
15. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from the branches not visited by us.

ANNEXURE TO INDEPENDENT AUDITOR'S REPORT

- (d) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, 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.
- (f) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (g) Our Report on the adequacy of the Internal Financial Controls over financial reporting of the Company & the operating effectiveness of such controls as required under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")- is enclosed as Annexure-A to this report.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements Refer Notes to Financial Statements No. 26 (i) & (k).
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There are no amounts required to be transferred, to the Investor Education and Protection Fund by the Company during the current financial year.
 - iv) The Company has provided requisite disclosure in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying upon the management representation, we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management Refer Note 26(q).

Place: P-17, Mission Row, Extension,
Kolkata 700013.
Date: 1st August, 2017

For & On Behalf of
B.C.KUNDU & Co.
Chartered Accountants
(Registration No. 301007E)
A. MUKHOPADHYAY
Partner
ICAI Membership No. 062465

The Bormah Jan Tea Company (1936) Limited

ANNEXURE A: TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF THE BORMAH JAN TEA COMPANY (1936) LIMITED

Referred to in Paragraph 15(g) of the Independent Auditors' Report of even date to the Members of THE BORMAH JAN TEA COMPANY (1936) LIMITED on the Financial Statements for the Year ended March 31, 2017

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

We have audited the internal financial controls over financial reporting of The Bormah Jan Tea Company (1936) Limited ("the Company") as on 31st March, 2017 in conjunction with our audit of the Financial Statement of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the

The Bormah Jan Tea Company (1936) Limited

maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017 based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: P-17 , Mission Row , Extension,
Kolkata 700013.
Date: 1st August , 2017

For & On Behalf of
B.C.KUNDU & Co.
Chartered Accountants
(Registration No. 301007E)
A. MUKHOPADHYAY
Partner
ICAI Membership No. 062465

The Bormah Jan Tea Company (1936) Limited

ANNEXURE B- Report under the Companies (Auditor's Report) Order, 2016

Referred to in paragraph 14. under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of The Bormah Jan Tea Company (1936) Limited ("the Company") on the Financial Statements as of and for the year ended 31st March, 2017.

In terms of the information and explanations sought by us and given by the Company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that: -

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- (b) As per the explanations given to us, the fixed assets have been physically verified by the management during the year in phased manner and there is a regular program of verification which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us & records of the Company, the original lease deed of the land has been kept in mortgage with the Bankers of the Company & hence same is not available for our verification.
- (ii) In respect of its inventory:
 - (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - (b) In our opinion, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) On the basis of our examination of the inventory records, the Company is maintaining proper records of inventory. The discrepancies noticed on verification between physical stocks and the book records were not material.
- (iii) 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 during the current financial year.
- (iv) The company has not given any loan or given any guarantee or security made any fresh investments as per the provisions of section 185 and 186 of the Companies Act, 2013 during the current financial year.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from public in contravention of Directives issued by Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under, where applicable. 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.
- (vi) We have broadly reviewed the books of accounts and records maintained by the Company pursuant to the rules prescribed under section 148(1) of the Companies Act 2013 and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of records with a view to determine whether the same is accurate

The Bormah Jan Tea Company (1936) Limited

and complete.

- (vii) According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion:

- (a) According to the records of the company, the company is generally regular in depositing with appropriate authorities, undisputed statutory dues liability including Provident Fund, Income tax, sales tax, wealth tax, service tax, custom duty, excise duty, Cess and other material statutory dues applicable to it. There are no amounts payable to Investor education protection fund, and Employees' state insurance.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, wealth tax, Service Tax, sales tax, custom duty, excise duty and Cess, as at 31-Mar-2017 for a period of more than six months from the date they became payable except for the following (a) Provident Fund short deposit Rs. 362,864/- relating to FY 2015-16 of Bormah Jan Tea Estate and (b) Profession Tax Rs. 28,944/- for March '16.

- (b) According to the information and explanations given to us, as at 31st March 2017, there is no unpaid disputed demand of statutory dues including other dues against the company except the following matter:

Name of the Statute	Period to which amount relates	Amount (in Rupees)	Forum where pending
Income Tax 1961	AY 2013-14	29,68,410	CIT (APPEAL)
Income Tax 1961	AY 2014-15	4,91,480	CIT (APPEAL)

- (viii) According to the information and explanations given to us, we are of the opinion; the company has not defaulted in repayment of dues to a financial institution, bank, Government or dues to debenture holders during the year.
- (ix) The company has not raised moneys by way of initial public offer or further public offer (including debt instrument) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the course of our audit, that causes the financial statements to be materially misstated.
- (xi) According to the information and explanations given to us and based on our examination of the records of the company, the Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) In our opinion and according to the information and explanations given to us, the company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) Based upon the audit procedures performed and according to the information and explanations given to us, all transactions with related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial statements as required by the applicable accounting standards.

The Bormah Jan Tea Company (1936) Limited

- (xiv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions as per provisions of section 192 of Companies Act, 2013 with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xiv) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xv) of the Order is not applicable.

Place: P-17 , Mission Row , Extension,
Kolkata 700013.
Date: 1st August , 2017

For & On Behalf of
B.C.KUNDU & Co.
Chartered Accountants
(Registration No. 301007E)
A. MUKHOPADHYAY
Partner
ICAI Membership No. 062465

The Bormah Jan Tea Company (1936) Limited

Balance Sheet as at 31st March, 2017

	Note	As at 31st March, 2017 Rs.	As at 31st March, 2016 Rs.
I. EQUITY AND LIABILITIES			
1. Shareholders' Funds			
a) Share Capital	3	12,50,000	12,50,000
b) Reserves & Surplus	4	17,69,53,954	17,51,01,096
2. Non-current liabilities			
a) Long-term borrowings	5	90,97,227	2,43,75,003
b) Deferred Tax Liabilities (Net)	6		
3. Current Liabilities			
a) Short-term borrowings	7	11,92,99,741	11,29,10,694
b) Trade payables	8	4,03,17,211	3,45,84,898
c) Other current liabilities	9	5,84,58,297	5,14,01,214
d) Short-term provisions	10	1,50,447	2,25,670
Total		40,55,26,877	39,98,48,575
II. ASSETS			
1. Non-current assets			
a) Fixed Assets			
Tangible assets	11	31,09,93,698	29,34,19,246
Intangible Assets	11	3,47,190	4,41,690
Capital Work In Progress	11	51,79,469	1,50,000
b) Non-current investments	12	8,52,976	8,52,976
c) Long-term loans and advances	13	24,44,004	23,82,925
d) Other Non current assets	14	38,20,990	38,20,990
2. Deferred Tax Assets		12,91,484	4,98,453
3. Current assets			
a) Inventories	15	3,54,60,902	5,56,94,410
b) Trade receivables	16	1,16,10,904	1,19,35,628
c) Cash and cash equivalents	17	26,05,037	14,04,312
d) Short-term loans and advances	18	3,09,20,223	2,92,47,944
Total		40,55,26,877	39,98,48,575

Notes to Financial Statements

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The Notes are an integral part of these Financial Statements.

This is the Balance Sheet referred to in our Report of even date.

P-17, Mission Road Extn.
Kolkata-700 013
This 1st day of August, 2017

For B. C. KUNDU & CO.
Chartered Accountants
Firm Reg. No. 301007E
A. MUKHOPADHYAY
Partner
Membership No. 062465

For and on behalf of the Board of Directors

B. BAJORIA *Mg. Director*
MUDIT BAJORIA *Director*
U. K. RUNGTA *CFO*

AMITA DIWAN *Company Secretary*

The Bormah Jan Tea Company (1936) Limited

Statement of Profit & Loss for the Year ended 31st March, 2017

	Note	For the year ended 31st March, 2017 Rs.	For the year ended 31st March, 2016 Rs.
INCOME			
Revenue from Operations	19	25,80,16,815	23,40,38,494
Other Income	20	—	78,479
Total Revenue		25,80,16,815	23,41,16,973
EXPENSES			
Change in Inventories of Finished Goods	21	1,12,66,960	(2,54,35,972)
Employee Benefits Expense	22	14,31,80,904	13,77,64,477
Finance Costs	23	1,51,42,383	1,69,62,090
Depreciation & Amortisation expense	24	1,18,91,526	1,28,76,891
Other Expenses	25	7,39,90,276	8,42,33,572
Total Expenses		25,54,72,049	22,64,01,057
Profit before tax		25,44,766	77,15,916
Tax expenses :			
Current Tax		2,00,000	8,00,000
Deferred Tax		(7,93,031)	(7,63,260)
Profit for the year		31,37,797	76,79,176
Earnings per equity share :			
Basic (Face value Rs. 10/- each)		25.11	61.43
Diluted (Face value Rs. 10/- each)		25.11	61.43
Notes to Financial Statements	26		

The Notes are an integral part of these Financial Statements

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

For and on behalf of the Board of Directors

P-17, Mission Road Extn.
Kolkata-700 013
This 1st day of August, 2017

For B. C. KUNDU & CO.
Chartered Accountants
Firm Reg. No. 301007E
A. MUKHOPADHYAY
Partner
Membership No. 062465

B. BAJORIA *Mg. Director*
MUDIT BAJORIA *Director*
U. K. RUNGTA *CFO*
AMITA DIWAN *Company Secretary*

The Bormah Jan Tea Company (1936) Limited

Notes annexed to and forming part of the Financial Statements

		(Amount in Rs.)	
		31st March, 2017	31st March, 2016
3	Share Capital		
	Authorised		
	4,85,000 (Previous year 4,85,000) Equity Shares of Rs. 10/- each	48,50,000	48,50,000
	75,000 (Previous year 75,000) 6% Redeemable Cumulative Preference Shares of Rs. 100/- each	75,00,000	75,00,000
		<u>1,23,50,000</u>	<u>1,23,50,000</u>
	Issued, Subscribed & Fully Paid-up		
	1,25,000 Equity Shares of Rs. 10/- each fully paid up	12,50,000	12,50,000
		<u>No. of Shares</u>	<u>No. of Shares</u>
	Ordinary Shares allotted as fully paid up pursuant to a contract without being payment in cash	74,894	74,894
	Ordinary Shares allotted as fully paid up by way of Bonus Shares	25,000	25,000
	Reconciliation of the number of shares :		
	Number of equity shares at the beginning of the year	1,25,000	1,25,000
	Movement during the year	—	—
	Number of equity shares at the end of the year	<u>1,25,000</u>	<u>1,25,000</u>
	Details of Equity Shares held by shareholders holding more than 5% of the equity shares in the Company :	<u>No. of Shares (% of holding)</u>	<u>No. of Shares (% of holding)</u>
	Bharat Bajoria, Managing Director	18648 (14.92%)	18648 (14.92%)
	Abha Bajoria (Relative of key management personnel)	20300 (16.24%)	20300 (16.24%)
	Birdie Trading Private Limited	10000 (08.00%)	10000 (08.00%)
	S. L. Bajoria & Others (HUF)	22000 (17.60%)	22000 (17.60%)
4	Reserves and Surplus		
	Capital Redemption Reserve :	46,00,000	46,00,000
	Securities Premium Reserve	1,89,00,000	1,89,00,000
	Revaluation Reserve :		
	As per last Balance Sheet	4,91,53,059	5,05,11,262
	Less : Transferred from Depreciation	11,34,492	13,58,203
		<u>4,80,18,567</u>	<u>4,91,53,059</u>
	General Reserve :		
	As per last Balance Sheet	2,39,02,558	2,19,02,558
	Add : Transferred from Surplus in Statement of Profit and Loss	5,00,000	20,00,000
		<u>2,44,02,558</u>	<u>2,39,02,558</u>
	Surplus in Statement of Profit and Loss :		
	As per last Balance Sheet	7,85,45,479	7,30,91,974
	Add : Profit for the year	31,37,797	76,79,175
		8,16,83,276	8,07,71,149
	Less : Transfer to General Reserve	5,00,000	20,00,000
	Proposed Equity Dividend	1,25,000	1,87,500
	Tax on Dividend	25,447	38,170
		<u>8,01,32,829</u>	<u>7,85,45,479</u>
	Total	<u>17,69,53,954</u>	<u>17,51,01,096</u>

The Bormah Jan Tea Company (1936) Limited

Notes annexed to and forming part of the Financial Statements

Particulars		(Amount in Rs.)	
		31st March, 2017	31st March, 2016
5 Long Term Borrowings			
Secured :			
From HDFC Bank Ltd.		1,02,08,335	1,60,41,667
Less : Shown under Other Current Liabilities (Payable within 12 months)		58,33,332	58,33,332
		<u>43,75,003</u>	<u>1,02,08,335</u>
a. Nature of Security			
Exclusive charge by way of equitable mortgage on land and factory building of Bormah Jan Tea Estate			
b. Terms of Repayment			
Quarterly Instalment of Rs. 14,58,333/-			
From ICICI Bank Ltd.			
Term Loan - 01		66,66,668	1,11,11,112
Term Loan - 02		75,00,000	1,25,00,000
		<u>1,41,66,668</u>	<u>2,36,11,112</u>
Less : Shown under Other Current Liabilities (Payable within 12 months)		94,44,444	94,44,444
		<u>47,22,224</u>	<u>1,41,66,668</u>
a. Nature of Security			
Exclusive charge by way of equitable mortgage on land and factory building of Ouphulia Tea Estate			
b. Terms of Repayment			
Quarterly Installment of Rs. 11,11,111/-			
Quarterly Installment of Rs. 12,50,000/-			
Note : There is no default in repayment of principal or interest against the above loans			
Total		<u>90,97,227</u>	<u>2,43,75,003</u>
6 Deferred Tax Liabilities (Net)			
Deferred tax liabilities being the tax impact on difference of written down value of Fixed Assets as per Income Tax Laws & Books #		0	0
# Deferred Tax Liabilities have been calculated in accordance with AS-22 as notified by the Companies (Accounting Standard) Rules, 2006			
Total		<u>0</u>	<u>0</u>

The Bormah Jan Tea Company (1936) Limited

Notes annexed to and forming part of the Financial Statements

		(Amount in Rs.)	
Particulars	31st March, 2017	31st March, 2016	
7 Short Term Borrowings			
Secured :			
Cash Credit from ICICI Bank Ltd.	4,06,05,614	3,95,18,013	
a. Nature of Security :			
Exclusive charge by way of hypothecation on current assets and moveable fixed assets of Ouphulia Tea Estate. Further exclusive charge by way of equitable mortgage on land and factory building of Ouphulia Tea Estate			
Cash Credit from H D F C Bank	7,03,94,127	6,43,92,682	
a. Nature of Security :			
Hypothecation of all current assets, both present and future on exclusive charge basis. Hypothecation of all fixed assets of the company both present and future on exclusive charge basis pertaining to Bormah Jan Tea Estate			
Un-Secured :			
Unsecured Loans from related parties	83,00,000	90,00,000	
Interest accrued thereon	0	0	
Note : There is no default in repayment of principal or interest against the above loans			
Total	11,92,99,741	11,29,10,694	
8 Trade Payable			
For Goods	3,06,17,234	3,05,77,985	
For Services and others	42,99,977	40,06,913	
Payment against supplies from Micro, Small & Medium Enterprises are made in accordance with agreed credit terms and to the extent ascertained from available sources. There was no amount due/overdue for payment at the end of the period as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006			
Total	4,03,17,211	3,45,84,898	

The Bormah Jan Tea Company (1936) Limited

Notes annexed to and forming part of the Financial Statements

		(Amount in Rs.)	
Particulars	31st March, 2017	31st March, 2016	
9 Other Current Liabilities			
Employees dues Payables	55,36,947	55,79,956	
Statutory Liabilities :			
Tax Deducted at Source	7,46,820	1,11,113	
Provident Fund	23,67,150	20,41,173	
Other Statutory dues	16,04,422	9,42,571	
Unpaid Dividend*	2,05,072	1,78,865	
Current Maturities of Term Loan			
From HDFC Bank Ltd.	58,33,332	58,33,332	
Nature of Security :			
Exclusive charge by way of equitable mortgage on land and factory building of Bormah Jan Tea Estate			
From ICICI Bank Ltd.			
Term Loan - 01	44,44,444	44,44,444	
Term Loan - 02	50,00,000	50,00,000	
Nature of Security :			
Exclusive charge by way of equitable mortgage on land and factory building of Ouphulia Tea Estate			
Trade Advance from Customer (Related Party)	3,27,20,111	2,72,69,760	
* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund			
Total	5,84,58,297	5,14,01,214	
10 Short Term Provisions			
Proposed Equity Dividend	1,25,000	1,87,500	
Tax on Dividend	25,447	38,170	
Total	1,50,447	2,25,670	

The Bormah Jan Tea Company (1936) Limited

11 Fixed Assets

Particulars of Assets	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK			
	Gross Cost Value as on 01.04.16	Additions on Revaluation on 31.03.1994	Additions during the year	Sale / Adjustment during the year	Gross Cost as on 31.03.17	Total as on 01.04.16	For the year	Adjusted with Reserve during the year	Sale / Adjustment during the year	Total as on 31.03.17	W.D.V. as on 31.03.17	W.D.V. as on 31.03.16
	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs
Tangible Assets												
Leasehold Land & Development	17,48,50,409	4,37,63,830	2,74,72,211	—	24,64,86,250	—	—	—	—	—	24,64,86,250	21,86,14,039
Buildings	5,30,49,093	2,33,03,216	16,39,848	—	7,79,91,157	4,82,20,526	30,62,060	—	—	5,12,82,586	2,67,08,571	2,81,31,783
Plant & Machinery	7,58,16,349	1,42,72,480	7,66,891	—	9,08,45,720	6,85,67,386	34,96,433	—	—	7,20,63,819	1,67,91,901	2,15,21,443
Tragition Equipments	1,61,42,935	—	—	—	1,61,42,935	44,93,325	21,09,789	—	—	66,03,114	95,99,821	1,16,49,610
Computer	16,40,615	—	31,290	—	16,71,908	15,15,903	50,186	—	—	15,66,098	1,05,810	1,24,715
Electrification	1,42,45,946	18,20,252	—	—	1,60,66,198	1,13,53,009	11,45,253	—	—	1,24,98,262	35,67,936	47,13,189
Furniture & Fixtures	67,31,872	—	2,06,730	—	69,38,602	48,39,361	2,06,059	—	—	50,46,439	8,92,163	8,93,481
Office Equipments	11,48,275	—	—	—	11,48,275	9,96,063	47,599	—	—	10,43,652	1,04,623	1,52,222
Vehicles	2,14,46,431	—	—	—	2,14,46,431	1,74,94,636	12,02,019	—	—	1,86,96,655	27,49,776	39,51,785
Road, Bridges	60,09,284	—	—	—	60,09,284	23,42,325	1610,112	—	—	39,52,437	29,66,847	36,66,969
TOTAL	37,00,61,212	8,31,59,578	3,03,08,970	—	48,37,46,760	15,93,21,544	1,29,31,518	—	—	17,27,53,062	31,09,93,698	29,34,19,246
Intangible Assets												
Computer Software	4,72,600	—	—	—	4,72,600	30,810	94,500	—	—	1,25,310	3,47,190	4,41,690
Total Assets	37,05,53,712	8,31,59,578	3,05,06,970	—	48,42,19,260	15,93,62,354	1,30,26,018	—	—	17,28,78,372	31,13,40,888	29,38,60,936
Previous Year	34,23,23,387	8,31,59,578	2,93,60,752	1,90,427	45,97,13,260	14,67,41,166	1,42,35,094	—	1,23,906	15,96,62,354	29,38,60,836	—
Capital Work in Progress	1,50,000	—	50,29,469	—	51,79,469	—	—	—	—	—	51,79,469	1,50,000

Note : The Capital Work in Progress Expenditure incurred during the current financial year relates to the river embankment project for the protection of tea plantation against flood at the Baljan Division of Bormah Jan Tea Estate

The Bormah Jan Tea Company (1936) Limited

Notes annexed to and forming part of the Financial Statements

Particulars	(Amount in Rs.)	
	31st March, 2017	31st March, 2016
12 Non-Current Investment (held at cost unless stated otherwise)		
INVESTMENTS - Other than Trade		
Investment in Quoted Equity Shares :		
Value at cost - as Market quotation is not available		
Teesta Valley Tea Co. Ltd.		
2,445 Equity Shares of Rs. 10/- each	30,533	30,533
Kelvin Jute Co. Ltd.		
1,050 Equity Shares of Rs. 10/- each	46,321	46,321
Dejoo Valley Investment Co. Ltd.		
1,600 Equity Shares of Rs. 10/- each	10,000	10,000
Amluckie Investment Co. Ltd.		
4,250 Equity Shares of Rs. 10/- each	42,780	42,780
Vegetable Products Ltd.		
200 Equity Shares of Rs. 10/- each	2,000	2,000
Zen Industrial Services Ltd.		
20,000 Equity Shares of Rs. 10/- each	50,800	50,800
Investment in Unquoted Equity Shares :		
The Tingamira Tea Seed Co. Ltd.		
1,851 Equity Shares of Rs. 10/- each	18,542	18,542
Orlando Holdings Ltd.		
26,000 Equity Shares of Rs. 10/- each	6,50,000	6,50,000
100 Shares of G.I.C. Fortune - 94	1,000	1,000
Investment in Government Securities :		
National Plan Saving Certificate		
(Deposited with Collector of Central Excise, Tezpur)	1,000	1,000
Total	8,52,976	8,52,976
13 Long Term Loans & Advances (Unsecured & Considered good)		
Sundry Deposits	24,44,004	23,82,925
Total	24,44,004	23,82,925
14 Other Non Current Assets		
Interest Accrued on Loan to Body Corporate	38,20,990	38,20,990
	38,20,990	38,20,990
15 Inventories (Valued at lower of cost and net realisable value)		
Stock of Stores (Valued at Cost)	92,80,619	1,81,56,253
Stock of Finished Goods (Tea) (Valued at lower of Cost or NRV)	2,58,46,160	3,71,13,120
Stock of Foodstuff (Valued at cost)	3,34,123	4,25,037
Total	3,54,60,902	5,56,94,410

The Bormah Jan Tea Company (1936) Limited

Notes annexed to and forming part of the Financial Statements

(Amount in Rs.)

Particulars	31st March, 2017	31st March, 2016
16 Trade Receivables (Unsecured and Considered good)		
Outstanding for a period exceeding six months (due from Govt. of Assam)	97,93,358	85,64,312
Others	18,17,546	33,71,316
Total	1,16,10,904	1,19,35,628
17 Cash & Cash Equivalents		
Balances with Scheduled Banks on -		
Current Account	2,46,006	11,88,479
NABARD (TDAS-2007 Account)	60,100	8,100
Dividend Account	2,29,084	2,00,809
Cash in hand	20,69,848	6,925
Total	26,05,037	14,04,312
18 Short Term Loans & Advances (Unsecured, Considered good)		
Advance payment of Tax (Net of provisions Rs. 1,20,73,868/- previous year Rs. 1,17,73,868/-)	1,32,81,638	1,09,08,166
Advances to Employees (Refer Note No. 26d(ii)(c))	42,75,369	50,30,369
Interest Receivable (NABARD Deposit U/s 33AB)	13,059	4,852
Other Advances	1,33,50,158	1,33,04,558
(Refer to Note No. 26d(ii)(c) for Related Parties		
Total	3,09,20,223	2,92,47,944
19 Revenue from operations		
From Sale of Goods		
Tea	25,43,04,984	23,11,83,552
Claim on Tea	1,55,003	3,50,380
Sale of Sample Tea	10,000	10,900
Other Operating Revenue		
Tea Board Re-Plantation Subsidy	33,91,240	24,09,955
Interest Income (NABARD)		
Gross (TDS Rs.1,460/- P.Y. Rs. 550)	14,519	5,402
Interest Income (CAEDC Assam)		
Gross (TDS Rs. 14,107/- P.Y. Rs. 7,831)	1,41,069	78,305
Total	25,80,16,815	23,40,38,494
20 Other Income		
Profit on Sale of Assets	0	78,479
Total	0	78,479

The Bormah Jan Tea Company (1936) Limited

Notes annexed to and forming part of the Financial Statements

(Amount in Rs.)

Particulars	31st March, 2017	31st March, 2016
21 Change in Inventory of Finished Goods and Stock in Trade-(Tea)		
Opening Stock	3,71,13,120	1,16,77,148
Closing Stock	2,58,46,160	3,71,13,120
Total	1,12,66,960	(2,54,35,972)
22 Employees Benefit Expenses		
Salaries, Wages & Bonus	10,11,31,804	9,84,59,689
Contribution to P.F. and Other Funds (Includes Interest on PF pertaining to earlier years amounting to Rs. 22,15,274)	1,43,40,147	1,04,85,842
Gratuity	0	48,85,759
Staff & Labour Welfare Expenses	2,77,08,953	2,39,33,187
Total	14,31,80,904	13,77,64,477
23 Finance Cost		
Interest Expenses		
a. On Fixed Loans	34,66,218	52,30,258
b. On Cash Credit Account	1,05,85,938	1,02,69,919
c. On Other Loans	9,56,621	13,36,176
d. Other Borrowing Cost	1,33,606	1,25,736
Total	1,51,42,383	1,69,62,090
24 Depreciation and Amortisation Expenses		
Depreciation and amortisation during the year	1,30,26,018	1,42,35,094
Less : Transferred to Asset Revaluation Reserve	11,34,492	13,58,203
Total	1,18,91,526	1,28,76,891

The Bormah Jan Tea Company (1936) Limited

Notes annexed to and forming part of the Financial Statements

(Amount in Rs.)

Particulars	31st March, 2017	31st March, 2016
25 Other Expenses		
Payment to Auditors		
For Statutory Audit	40,250	40,075
For Tax Audit	5,750	5,725
For Other Services	17,250	17,175
Consumption of Stores and Spare parts	2,03,53,754	2,88,91,706
Power and Fuel	2,03,84,259	1,89,67,890
Rent Rates & Taxes	15,36,016	19,54,503
Repairs to buildings	13,08,298	29,39,887
Repairs to machinery	25,64,897	19,89,911
Repairs to others	16,12,390	24,99,462
Insurance	8,64,851	8,72,781
Tea Cess & Excise Duty	27,21,000	26,24,915
Sales Expenses (including Broker's Commission Rs. 11,78,127/- (Previous Year Rs. 13,74,186/-))	1,61,59,153	1,57,30,294
Directors' Fees	60,000	80,000
Telephone, Telex & Other Expenses	1,58,321	1,59,523
Bank Charges	15,346	20,162
Miscellaneous Expenses	61,88,742	74,39,562
Total	7,39,90,276	8,42,33,572
Details of Miscellaneous Expenses		
Legal & Professional Charges	8,09,943	7,56,348
Motor Car Expenses	5,11,866	4,70,034
Printing & Stationery	5,22,153	4,42,996
R O C Filing Fees	15,118	57,000
Subscription	11,80,125	9,60,070
Travelling & Conveyance Expenses	8,02,946	14,17,100
Commission	7,56,601	10,73,549
Donation	0	71,000
Advertisement	18,620	16,100
Entertainment Expenses	60,000	55,000
Service Contract	6,36,000	6,36,000
Other Miscellaneous Expenses	8,75,370	14,84,365
Total	61,88,742	74,39,562

The Bormah Jan Tea Company (1936) Limited

Notes to the Financial Statements for the year ended 31st March, 2017

1. COMPANY INFORMATION

The Bormah Jan Tea Company (1936) Limited, (CIN L01132WB1936PLC008535) is a public limited company domiciled in India and listed on the Calcutta Stock Exchange. The Company is engaged in growing and manufacturing tea and is having Tea Gardens i.e Ouphulia & Bormah Jan in the state of Assam and sells the same primarily through Auction as well as through consignment and private sale.

2. SIGNIFICANT ACCOUNTING POLICIES

BASIS FOR PREPARATION :

These financial statements have been prepared to comply in all material aspects with applicable accounting principles in India, the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and other accounting principles generally accepted in India, to the extent applicable.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

The Accounts are prepared on historical cost basis and on the accounting principles of going concern read with note no 26 (j).

All expenses and income to the extent considered payable and receivable respectively unless specifically stated to be otherwise, are accounted for on mercantile basis.

Accounting policies unless specifically stated to be otherwise, are consistent and are in consonance with generally accepted accounting principles.

USE OF ESTIMATES :

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

FIXED ASSETS AND DEPRECIATION :

Tangible Assets

Fixed Assets are stated at acquisition cost/book value & net off accumulated depreciation and impairment losses, if any. Cost comprises purchase price, non refundable taxes, duties, freight and incidental expenses including amount added on Revaluation related to the acquisition and installation of the assets as well as finance charges wherever applicable relating to borrowed funds attributable to construction/acquisition of fixed assets for the period upto commencement of commercial products/assets put into use. Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

The Bormah Jan Tea Company (1936) Limited

Capital Subsidy if any from Government and/or other authorities is accounted for on accrual basis. Expenses incurred on extension of planting, uprooting and replanting are capitalized.

Depreciation on fixed assets has been provided on written down value method over the remaining useful life prescribed in Schedule II to the Companies Act, 2013 after considering salvage value of five percent of original cost including the revalued amount wherever applicable. No depreciation has been provided for on Leasehold Land and Developments.

Prorate Depreciation has been charged on the Fixed Assets added during the year.

Written Down Value of the Fixed Assets whose remaining useful life as per the Schedule II of the Companies Act 2013 got exhausted, have been adjusted with retained earnings after retaining the residual value.

Intangible Assets

Intangible Assets like Computer Software license etc has been amortised on straight Line basis in Five years based on management estimate of its useful life. In the year of addition of intangible assets, the amortization has been charged prorata basis from the date of capitalization.

IMPAIRMENT OF ASSETS

Consideration is given at the balance sheet date to determine whether there is any indication of impairment of the carrying amount of the Company's fixed assets. If any indication exists, an asset's recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of an asset exceeds the recoverable amount. The recoverable amount is the greater of the net selling price and value in use.

INVESTMENTS: (Long Term)

Investments are valued at cost (as Market Quotation is not available).

INVENTORIES:

Stock of made tea is valued at Cost or Net Realizable Value, whichever is lower.

Stock of Stores & Spare parts and of Foodstuff is valued at Cost. Cost comprises inward Freight, Duties, and Taxes and is calculated on monthly weighted averages. Necessary provision is made for obsolete slow moving and defective stocks if necessary.

PROVISIONS & CONTINGENT LIABILITIES:

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value. These are reviewed at each year end date and adjusted to reflect the best current estimate.

Contingent Liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

The Bormah Jan Tea Company (1936) Limited

REVENUE RECOGNITION

- a) Revenue from sale of goods is recognised on passing of title to the goods i.e., delivery as per terms of sale or on completion of auction in case of auction sale.
- b) Sales include Excise Duty but does not include rebate, discount etc if any.
- c) Replanting & Other Subsidies: Replanting and other subsidies of revenue nature are recognized as income in the Profit and Loss Account on fulfillment of related grant conditions and actual receipt of the grant.
- d) Interest Income is being recognized on a time proportionate basis taking into account the amount involved and the rate of interest.

EXPENDITURE

Expenses are accounted on Accrual Basis except for those Retirement benefits specifically stated below to be accounted for on payment basis.

RETIREMENT BENEFITS:

Liability for Gratuity payment is being accounted for on Cash basis i.e., as and when paid and/or transferred to the Gratuity Fund Account.

Bonus is being accounted for as and when paid.

Leave encashment and Other Retirement benefits are not applicable to the employees of the Company as per the policy.

RESEARCH AND DEVELOPMENT

Subscription to Tea Research Association is charged in the Statement of Profit & Loss under the Head "Subscription."

INCOME TAX:

Tax expense for the year comprises current tax and deferred tax.

Current tax is measured at the amount expected to be paid to (recovered from) the taxation authorities using the applicable tax rates and tax laws.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. The carrying amount of deferred tax assets is reviewed at each Balance Sheet date for any write down, as considered appropriate.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

The Bormah Jan Tea Company (1936) Limited

26. NOTES TO FINANCIAL STATEMENTS

- a) The Company operates in a single business segment i.e. tea and hence, no further disclosure is required to be made as per AS-17 on Segment reporting.

b)	Raw Material Produced & Consumed –	<u>31.03.2017</u>	<u>31.03.2016</u>
	Green Leaf (in Kgs)	52,86,870	51,14,836
c)	Finished Goods (Quantity in Kgs)		
	Opening Stock of Tea	1,68,696	62,654
	Actual Production of Tea	12,49,367	11,85,614
	Sale of Tea	13,23,144	10,44,136
	Samples, Garden use, shortage etc.	13,571	35,436
	Closing Stock of Tea	81,348	1,68,696

- d) Related Party Disclosures:-

List of Related Parties

- i. Key Management Personnel & Relatives of Key Management Personnel
 - Shri Bharat Bajoria – Managing Director
 - Shri Aloke Kumar Roy – Whole Time Director (Resigned on 20.02.2017)
 - Radhey Kant Dixit (Director)
 - Mudit Bajoria (Director)
 - Namrata Bhartia (Director)
 - Shri Uttam Kumar Rungta – CFO
 - Amita Diwan – Company Secretary
 - Abha Bajoria (Spouse of Mr. Bharat Bajoria, Managing Director)
- ii. Related Party – Body Corporate
 - The Tingamira Tea Seed Co. Ltd.
 - Teesta Valley Tea Co. Ltd
 - Teesta Valley Exports Limited
 - Mohanbari Investments Co. (P) Ltd.
 - Banarhat Investment Co. (P) Ltd.
 - Birdie Trading (P) Ltd.
 - Orlando Holdings Limited
 - McLeod & Co Ltd
 - Zen Industrial Services Limited
 - The Budge Budge Investment Co. Private Limited

The Bormah Jan Tea Company (1936) Limited

(A) Transactions with Related Parties pertaining to Statement of Profit & Loss

	d(i) above		d(ii) above	
	FY2016-17	FY2015-16	FY2016-17	FY2015-16
EXPENDITURE & INCOME				
Remuneration – Salary & Benefits	27,61,820	25,95,900	—	—
Director Sittings Fees	60,000	80,000	—	—
Rent Paid	—	—	2,12,880	2,12,434
Miscellaneous Expenses	—	—	7,86,412	7,86,024
Electricity Charges	—	—	2,98,208	2,95,998
Purchases	—	—	11,90,700	21,58,695
Sales of Tea	—	—	13,24,13,182	9,27,57,954
Sale of Investment	—	—	—	7,75,000
Sale of Assets	—	—	—	86,700
Interest Paid	32,198	—	8,62,812	13,36,176

(B) Balances with Related Parties as per Balance Sheet

	d(i) above		d(ii) above	
	As on 31.03.2017	As on 31.03.2016	As on 31.03.2017	As on 31.03.2016
Investment in Shares	—	—	7,49,875	7,49,875
Deposit Paid	—	—	5,500	5,500
Short Term Borrowings	—	—	83,00,000	90,00,000
O/S Interest on Short Term Borrowings	—	—	—	—
Trade Advance from Customer	—	—	3,27,20,111	2,72,69,760
Equity	3,89,480	3,89,480	5,10,220	5,10,220
Dividend	58,422	97,370	76,533	1,27,555

(C) Loans & Advances given

a) Balance at the Opening	13,54,000	14,53,500	7,75,000	—
b) Non Interest Bearing Staff Advance given during the year /Advance recoverable in cash or in kind value incurred	—	—	—	7,75,000
c) Repaid during the Year	84,100	1,05,500	7,75,000	—
d) Balance at the end of the year	12,69,900	13,54,000	—	7,75,000

(D) Loans & Advances taken

a) Balance at the Opening	—	—	90,00,000	1,35,00,000
b) Advance taken during the year	18,00,000	—	29,00,000	15,00,000
c) Repaid during the Year	18,00,000	—	36,00,000	60,00,000
d) Balance at the end of the year	—	—	83,00,000	90,00,000

E) Lease Rental paid to Government Assam is based on prevailing rate and has been debited to Statement of Profit & Loss amounting Rs. 6,15,949/- (P.Y. Rs. 4,26,202/-). The decision of any incremental in future is based on decision of Government of Assam

The Bormah Jan Tea Company (1936) Limited

f)	EARNING PER SHARE	31.03.2017	31.03.2016
		Rs.	Rs.
	Net Profit as per Statement of Profit & Loss	31,37,797	76,79,175
	No. of Equity Shares	125000	125000
	Earning per Share of Rs. 10/- (Basic & Diluted)	25.11	61.43
g)	The Company operates in a single business segment i.e. tea and hence, no further disclosure is required to be made as per AS-17 on Segmental reporting.		
		31.03.2017	31.03.2016
		Rs.	Rs.
h)	Estimated amount of contract remaining to be executed on Capital Account and not provided for	35,00,000	20,00,000
i)	Contingent liability not provided for in respect of :		
	Income Tax for the Assessment year 2003-04 Before ITAT Calcutta Bench	—	4,31,229
	Income Tax for the Assessment year 2010-11 Before ITAT Calcutta Bench	—	11,19,470
	Income Tax for the Assessment year 2012-13 CIT (Appeal)	—	60,45,440
	Income Tax for the Assessment year 2013-14 CIT (Appeal)	29,68,410	—
	Income Tax for the Assessment year 2014-15 CIT (Appeal)	4,91,480	—
j)	At the Board of Directors meeting dated 12.03.2015, a scheme of amalgamation of the Company with the Teesta Valley Tea Co. Ltd. W.e.f. 01.04.2014 has been approved. The Scheme is subject to the approval of the Hon'ble NCLT – Kolkata. Pending the approval, the Management considers the Company as a going concern.		
k)	Loan to Body Corporate Rs. 38,20,990/- (Previous year Rs. 38,20,990/-) relates to a party against whom company has filed recovery suit. No interest income has been recognised thereon, though claimed under suit as a measure of abundant precaution in due adherence of AS-9.		
l)	The dues relates to Interest on Provident Fund amounting to Rs. 69,17,587/- in respect of Bormah Jan Tea Estate pertaining to the period from 01-05-2003 to 28-02-2010. The payment of which will be made into 20 equal installments as per approval granted by the Provident Fund authorities. The installments starts from October 2016, 6 installments amounting to Rs. 22,15,274/- has fallen due during the financial year and has been paid within the due date. Remaining amount of dues amounting to Rs. 47,02,313/- will be paid and provided as & when the installment fall due.		
m)	Expenditure in Foreign Currency – NIL (Previous year – NIL)		
n)	Earnings in Foreign Currency – NIL (Previous year – NIL)		

The Bormah Jan Tea Company (1936) Limited

- o) CIF value of Import – NIL (Previous Year – NIL)
 p) Entire Consumption is indigenously procured.
 q) Disclosures relating to Specified Bank Notes

This note provided the details of Specified Bank Notes (SBNs) held and transacted by the Company during the period from 8th November, 2016 to 30th December, 2016 as provided in the table below :

	SBNs	Other denomination notes	Total in Rs.
Closing Cash in Hand as on 08.11.2016	64,0000.00	29,845.64	93,845.64
Add : Permitted receipts		1,55,58,667.00	1,55,58,667.00
Less : Permitted payments		1,36,01,473.72	1,36,01,473.72
Less : Amount deposited in Banks	64,000.00	—	64,000.00
Closing Cash in Hand as on 30.12.2016	—	19,87,038.92	19,87,038.92

- r) Previous Year figures have been rearranged and regrouped wherever necessary

P-17, Mission Road Extn.
 Kolkata-700 013
 This 1st day of August, 2017

For B. C. KUNDU & CO.
Chartered Accountants
 Firm Reg. No. 301007E
 A. MUKHOPADHYAY
Partner
 Membership No. 062465

B. BAJORIA *Mg. Director*
 MUDIT BAJORIA *Director*
 U. K. RUNGTA *CFO*
 AMITA DIWAN *Company Secretary*

The Bormah Jan Tea Company (1936) Limited

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.3.2017

Pursuant to clause 32 of the Listing Agreement

	Rs.	As at 31st March, 2017 Rs.	Rs.	As at 31st March, 2016 Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before taxation and exceptional items		25,44,766		77,15,915
Adjustments for :-				
Depreciation & amortization expense	1,18,91,526		1,28,76,891	
Interest (Paid)	1,50,08,777		1,68,36,354	
Interest Received	(1,55,588)		(83,707)	
Profit on sale of Assets	—		(78,479)	
Loss on Sale of Assets	—	2,67,44,715	—	2,95,51,059
Operating Profit before Working Capital changes		2,92,89,481		3,72,66,974
Changes in working capital :				
Adjustments for (Increase)/decrease in operating assets				
Trade & Other Receivables	3,24,724		(16,54,345)	
Loans and Advances	6,48,322		(39,91,536)	
Inventories	2,02,33,508		(3,03,49,161)	
Adjustment for Increase / (decrease) in operating liabilities				
Trade Payables	1,27,63,190	3,30,69,744	4,57,14,698	99,19,656
Cash Generated from Operations		6,32,59,225		4,71,86,630
Direct Taxes Paid	(25,73,472)	(25,73,472)	(32,08,381)	(32,08,381)
Net Cash Flow from Operating activities		6,06,85,753		4,39,78,249
B. CASH FLOW FROM INVESTING ACTIVITIES				
1. Purchase of Fixed Assets	(3,55,35,439)		(2,85,10,752)	
2. Interest Received	1,47,381		1,56,016	
3. Sale of Fixed Assets	—		86,700	
4. Sale of Investments	—		11,00,000	
Net Cash used in Investing Activities	—	(3,53,88,058)	—	(2,71,68,036)
		2,52,97,695		1,68,10,213

The Bormah Jan Tea Company (1936) Limited

C. CASH FLOW FROM FINANCING ACTIVITIES

1. Proceeds Short Term Borrowings	63,89,046	(80,458)
2. Proceeds Long Term Borrowings	(1,52,77,776)	4,96,569
3. Interest Paid	(1,50,08,777)	(1,68,45,969)
4. Dividend Paid	(1,61,293)	(2,70,247)
5. Dividend Tax Paid	(38,170)	(62,481)
Net cash used in Financing Activities	(2,40,96,970)	(1,67,62,586)
Net Increase / (Decrease) in Cash & Cash Equivalents	12,00,725	47,627
Cash & Cash Equivalents (Opening Balance)	14,04,312	13,56,685
Cash & Cash Equivalents (Closing Balance)	26,05,037	14,04,312
	12,00,725	47,627
Cash & Cash Equivalents comprise of :		
Balances with Schedule Banks		
Current Accounts	2,46,006	11,88,478
NABARD (TDAS-2007 Account)	60,100	8,100
Dividend Account	2,29,083	2,00,809
Cash on Hand	20,69,848	6,925
	26,05,037	14,04,312

NOTES :

- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS-3), 'Cash Flow Statement'.
- Cash & Cash Equivalents comprises of cash on hand and Balance with Banks.

P-17, Mission Road Extn.
Kolkata-700 013
This 1st day of August, 2017

For B. C. KUNDU & CO.
Chartered Accountants
Firm Reg. No. 301007E
A. MUKHOPADHYAY
Partner
Membership No. 062465

B. BAJORIA Mg. Director
MUDIT BAJORIA Director
U. K. RUNGTA CFO
AMITA DIWAN Company Secretary

