



Warren Tea Limited

BOARD OF DIRECTORS

Chairman

C. K. Dhanuka

Executive Chairman

Vinay K. Goenka

Managing Director

S. K. Ghosh

Directors

S. Bhoopal

N. Dutta

D. P. Jindal

N. G. Khaitan

President-Legal & Company Secretary

Siddhartha Roy

AUDITORS

B. M. Chatrath & Co.

COST AUDITORS

Shome & Banerjee

BANKERS

State Bank of India
HDFC Bank Limited
Axis Bank Ltd

REGISTERED OFFICE

Deohall Tea Estate
P.O. Hoogrija
Dist. Tinsukia
Assam 786 601

CORPORATE OFFICE

Suvira House
4B, Hungerford Street
Kolkata 700 017



Warren Tea Limited

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Notice

NOTICE is hereby given that the Thirty-sixth Annual General Meeting of Warren Tea Limited will be held at the G.S.Ruia Memorial Complex at Deohall Tea Estate, P.O.Hoogrija Dist.- Tinsukia, Assam 786 601 on Monday the 28th April, 2014 at 11 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 2013, the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of a Director retiring by rotation.
3. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications the following Resolutions as Ordinary Resolutions:

4. "RESOLVED THAT Mr. Nand Gopal Khaitan be and he is hereby appointed a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."
5. "RESOLVED THAT Mr. Dharam Pal Jindal be and he is hereby appointed a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."
6. "RESOLVED THAT the Company hereby approves the reappointment and remuneration payable to Mr. Vinay K. Goenka as Executive Chairman of the Company for a period of three years from 1st April, 2013 on the terms and conditions set out in the Agreement, within the limits specified in Schedule XIII of the Companies Act, 1956, and as approved by the Remuneration Committee, to be made between the Company of the One Part and Mr. Goenka of the Other Part, a draft of which initialled by the Chairman is placed before the Meeting."
7. "RESOLVED THAT the Company hereby approves the reappointment and remuneration paid to Mr Akhil Kumar Ruia as Whole-time Director of the Company on the terms and conditions set out in the Letter dated 8th August, 2013, a copy of which initialled by the Chairman is placed before the Meeting, within the limits specified in Schedule XIII of the Companies Act, 1956 and as approved by the Remuneration Committee, for the period from 7th August, 2013 to 25th February, 2014, notwithstanding that consequent on the coming into effect of a Scheme of Arrangement between Warren Tea Limited and James Warren Tea Limited and their respective Shareholders with retrospective effect from 1st April, 2011, all such remuneration paid to Mr Akhil Kumar Ruia has stood transferred to James Warren Tea Limited."
8. "RESOLVED THAT the Company hereby approves the reappointment and remuneration paid to Mr Ankit Govind Ruia as Whole-time Director of the Company on the terms and conditions set out in the Letter dated 8th August, 2013, a copy of which initialled by the Chairman is placed before the Meeting, within the limits specified in Schedule XIII of the Companies



Warren Tea Limited

Notice (Continued)

Act, 1956 and as approved by the Remuneration Committee, for the period from 7th August, 2013 to 25th February, 2014, notwithstanding that consequent on the coming into effect of a Scheme of Arrangement between Warren Tea Limited and James Warren Tea Limited and their respective Shareholders with retrospective effect from 1st April, 2011, all such remuneration paid to Mr Ankit Govind Ruia has stood transferred to James Warren Tea Limited."

Suvira House
4B, Hungerford Street,
Kolkata 700 017.
14th March, 2014

By Order of the Board
Siddhartha Roy
*President - Legal &
Company Secretary*

Notice (Continued)

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A Proxy, in order to be effective, must be received at the Company's Registered Office at Deohall Tea Estate, P. O. Hoogrijan, Dist. Tinsukia, Assam 786 601 not less than forty-eight hours before the Meeting.

2. The Company is registered with National Securities Depository Ltd., and Central Depository Services (India) Ltd., for dematerialization of its Equity Shares which has been allotted the ISIN INE712A01012. EIH Limited, 4 Mangoe Lane, Kolkata 700 001 are the Interface Registrars of the Company. However, the manual part of share administration work is carried out at the Company's Office.
3. The Register of Members of the Company will remain closed on 16th April, 2014.
4. Members who are holding shares in physical form are requested to:
 - a. notify any change in their addresses ;
 - b. intimate their e-mail ids in the enclosed form.
 - c. communicate on all matters pertaining to their shareholdings with the Company's Corporate Office at Kolkata, quoting their respective Ledger Folio Numbers ;
 - d. note that as per provisions of the Companies Act, 1956, facility for making nominations is available for shareholders in respect of Equity Shares held by them ;
 - e. bring their copies of the Resumé and Accounts to the Meeting.
5.
 - i. Pursuant to Section 205A of the Companies Act, 1956, all dividends declared and relative dividend warrants posted upto and including the Dividend for the year 1993-94 paid on 8th November, 1994 and remaining unclaimed by members have been transferred to the General Revenue Account of the Central Government. Shareholders who have not encashed their dividend warrants in respect of the said period are requested to prefer their claims to the Registrar of Companies, Assam, Tripura, Manipur, Nagaland, Meghalaya, Mizoram and Arunachal Pradesh at Morello Building, Shillong 793001, Meghalaya. In case any assistance is required, shareholders are requested to write to the Company's Corporate Office at Kolkata.
 - ii. Pursuant to Section 205A of the Companies Act, 1956, dividends declared from 1994-95 upto 2002-2003 and remaining unclaimed by the members have been transferred to the Investor Education and Protection Fund constituted by the Central Government under Section 205C of the Act on which no claim for Unpaid Dividend can be preferred.



Notice (Continued)

6. Relevant details in respect of Item no. 2 of the Notice pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges are given hereunder and details in respect of Item Nos. 4 to 8 of the Notice are included in the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which is given hereinafter.

DETAILS OF DIRECTOR RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT

(In pursuance of Clause 49 of the Listing Agreement)

Name of Director: Mr. N. Dutta

Brief Resumé:

Mr. N.Dutta is a Commerce Graduate from North Eastern Hill University, Shillong. He joined his family owned Tea plantation business, Umabari Tea Co.(P) Ltd.in 1986.

He has also undergone tea tasting and marketing training with J. Thomas & Co.(P) Ltd., Contemporary Brokers Pvt.Ltd. and Calcutta Auction Centre during 1987. He has been the Vice Chairman of Jorhat circle of Assam Tea Planters Association and an active Member of Assam Tea Planters Association/Assam Branch Indian Tea Association/ Indian Tea Association as well as of Tea Research Association.

Expertise in Specific Functional Areas:

Plantation, Manufacturing, Tasting and Marketing of Tea.

Directorships & Committee Memberships of other companies:

Contec Aviation Private Limited Director

Mr. Dutta holds ten Equity Shares of ₹ 10 each in the Company.

Notice (Continued)

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 4

The Board of Directors of your Company ('the Board') appointed Mr. N. G. Khaitan ('Mr. Khaitan') as Additional Director of your Company with effect from 9th July, 2013. He vacates office at the forthcoming Annual General Meeting and necessary Notice has been received from a member under section 257 of the Companies Act 1956 ('the Act') signifying his intention to propose the appointment of Mr. N. G. Khaitan as a Director of the Company.

Mr. Khaitan is willing to act as a Director of your Company, if so appointed.

Brief Resumé:

Mr. Khaitan is an Attorney-at-Law (Bells Chamber, Gold Medalist). He is a Senior Partner of Messrs. Khaitan & Co. a leading Indian law firm. He is also a Notary Public appointed by the Government of India. He is practising as Attorney and Advocate in the Hon'ble Calcutta High Court and the Hon'ble Supreme Court of India. Mr. Khaitan is a Committee Member of the Federation of Indian Chambers of Commerce and Industry, New Delhi, President of Indian Council of Arbitration, Executive Committee Member of Bharat Chamber of Commerce, Executive Committee member of The Agri-Horticultural Society of India; Executive Committee Member of two leading schools in Kolkata and had been President of two leading Social Clubs in Kolkata.

Expertise in Specific Functional Areas:

Commercial and corporate laws, tax laws, arbitration, foreign collaborations, mergers and acquisitions, corporate restructuring & demergers.

Directorships of other companies :

Chase Bright Steels Limited	India Power Corporation Limited
HSIL Limited	Rowdon Business Pvt. Limited
J K Lakshmi Cement Limited	XENIX Servis Pvt. Limited
Mangalam Timber Products Ltd.	CD Equifinance Pvt. Limited
Mangalam Cement Limited	Ushodaya Marketing Pvt Limited
Naga Dhunseri Group Limited	Srijan Vinimay Pvt. Limited
Reliance Chemotex Industries Limited	Rasoi Limited

Committee Memberships of other companies : None



Notice (Continued)

Mr. Khaitan does not hold any share in the Company.

The Resolution set out in item 4 has to be considered accordingly and the Board recommends its acceptance. No person other than Mr. Khaitan may be considered to be interested in the Resolution set out in item 4 of the convening Notice.

Item No 5

The Board appointed Mr.D. P. Jindal ('Mr. Jindal') as Additional Director of your Company with effect from 9th July, 2013. He vacates office at the forthcoming Annual General Meeting and necessary Notice has been received from a member under section 257 of the Act, signifying his intention to propose the appointment of Mr. D. P. Jindal as a Director of the Company .

Mr. Jindal is willing to act as a Director of your Company, if so appointed.

Brief Resumé:

Mr. Jindal is a graduate from St.Xavier's College Kolkata. He is presently the Chairman of Jindal Pipes Limited, Maharashtra Seamless Limited, Jindal Drilling & Industries and other allied Companies. He was the President of Federation of Engineering Industries of India and Ex-Chairman of International Tube Association, India Chapter, Member of Board of Governors, Institute of Management Studies, Kurukshetra University.

Expertise in Specific Functional Areas:

Catering to the requirements of the oil sector and core sector Industry. Indigenous development of tube welder and establishing seamless manufacturing facility.

Directorships of other companies:

Jindal Drilling And Industries Limited	Jindal Global Finance And Investment
Maharashtra Seamless Limited	Limited
Jindal Pipes Limited	Crishpark Vincom Ltd
	Dhunseri Petrochem & Tea Limited

Committee Memberships of other companies : None

Mr. Jindal holds 1416074 nos. shares in the Company jointly with Mr. C. K. Dhanuka and Mr. P. K. Khaitan acting as Escrow Agents.

The Resolution set out in item 5 has to be considered accordingly and the Board recommends its acceptance.No person other than Mr. Jindal may be considered to be interested in the Resolution set out in item 5 of the convening Notice.

Notice (Continued)

Item No. 6

Mr. Vinay K. Goenka ('Mr. Goenka') had been reappointed as Executive Chairman for a period of 3 years with effect from 1st April, 2010 (approved by the shareholders at the Annual General Meeting held on 27th August, 2010), which term of office expired on 31st March, 2013. The Board at its Meeting held on 9th July, 2013 reappointed Mr. Goenka as Executive Chairman of the Company for a period of 3 years with effect from 1st April, 2013, on the terms and conditions contained in the Agreement to be entered into by the Company with Mr. Goenka, subject to the approval of the Members of the Company in accordance with the requirements of Schedule XIII to the Act. The remuneration payable to Mr. Goenka for such period of reappointment has been approved by the Remuneration Committee on 9th July, 2013.

The principal terms and conditions of Mr. Goenka's reappointment are as follows:

A. Salary:

- i) From 1st April, 2013 to 31st March, 2014 — ₹ 2,60,000 per month
- ii) From 1st April, 2014 to 31st March, 2015 — ₹ 2,85,000 per month
- iii) From 1st April, 2015 to 31st March, 2016 — ₹ 3,10,000 per month

B. In addition to the above salary, bonus is payable to Mr. Goenka, subject to a ceiling of 100 (One Hundred) percent of his annual salary.

C. Perquisite entitlement of Mr. Goenka :

In addition to salary and bonus Mr. Goenka will be entitled to perquisites like house rent allowance or furnished accommodation, gas, electricity, water and furnishings, use of Company cars, medical reimbursement for self and family, leave travel concession for self and family, club fees, personal accident insurance, retirement benefits etc., in accordance with the Rules of the Company; in addition, he may be paid a Special Allowance as may be decided by the Board from time to time. Perquisites shall be valued as per Income Tax Rules, wherever applicable, and in the absence of any such rule, shall be valued at actual cost.

The aggregate of the total salary and monetary value of all perquisites and retirement benefits in accordance with the Rules of the Company payable to Mr. Goenka and other Managing/Whole-time Directors shall not exceed 10% of the profits of the Company calculated in accordance with Sections 198 and 309 of the Act.

In the event of absence or inadequacy of profits of the Company in any financial year during the period of reappointment of Mr. Goenka, he shall be entitled to receive/ enjoy his aforesaid remuneration including perquisites.

Mr. Goenka will not receive any sitting fees for attending Meetings of the Board or any Committee thereof.

The Agreement also sets out mutual rights and obligations of the parties.



Notice (Continued)

The re-appointment and remuneration of Mr. Goenka as Executive Chairman of the Company require the approval of the Members of the Company in General Meeting in terms of Part III of Schedule XIII to the Act and the remuneration payable also requires the approval of the Company in General Meeting under Section 309 of the Act.

The re-appointment of Mr. Goenka on the terms proposed satisfies the conditions laid down in Parts I, II and Clause 1 of Part III of Schedule XIII to the Act and a Return in the prescribed form (along with certificate under Clause 2 of Part III of Schedule XIII to the Act) under Section 269(2) of the Act has been duly filed with the Registrar of Companies, Assam, Tripura, Manipur, Nagaland, Meghalaya, Mizoram and Arunachal Pradesh.

Brief Resumé:

Mr. Goenka has more than three decades of experience in the tea industry and has held several important positions as Chairman of the Consultative Committee of Plantation Associations, Indian Tea Association and Darjeeling Planters Association, Chairman & Director of Indian Institute of Plantation Management and the Vice Chairman of the Tea Board of India. He has represented the Ministry of Commerce as Member of Trade delegation to Pakistan and of Tea Trade Delegation to FAO, Rome. Mr. Goenka is the Honorary Consul of Ecuador in Kolkata.

Expertise in specific Functional Areas :

Plantation, Manufacturing, Marketing and Export of Tea

Directorships & Committee Memberships of other companies:

DPIL Limited	Chairman
Audit Committee (DPIL Limited)	Member
Shareholders' Grievance & Share Transfer Committee (DPIL Limited)	Chairman

A copy of the draft Agreement referred to in the Resolution set out in Item 6 of the convening Notice will be available for inspection by the Members of the Company at its Registered Office on any working day prior to the date of the meeting between 9.00 a.m and 11.00 a.m. and will also be available at the Meeting.

The Resolution set out in item 6 has to be considered accordingly and the Board recommends its acceptance.

No person other than Mr. Vinay K. Goenka and Mr. Vivek Goenka is concerned or interested in the Resolution set out in item 6 of the convening Notice.

Notice (Continued)**Item No. 7**

The Board re-appointed Mr. Akhil Kumar Ruia as Whole-time Director of the Company with effect from 7th August, 2013 in terms of his Letter of re-appointment dated 8th August, 2013 subject to approval of the Central Government, if required. He resigned as a Director with effect from 26th February, 2014. Approval of the Shareholders is being sought for the appointment and remuneration paid to him as Whole-time Director of the Company for the period from 7th August, 2013 to 25th February, 2014, notwithstanding that consequent on the coming into effect of a Scheme of Arrangement between Warren Tea Limited and James Warren Tea Limited and their respective Shareholders with retrospective effect from 1st April, 2011, all such remuneration paid to him has stood transferred to James Warren Tea Limited.

The principal terms and conditions of his appointment are as follows:

- A. Salary ₹ 1,00,000 per month
- B. In addition to the above salary, he was entitled to perquisites like house rent allowance/ rent free accommodation, Company cars, electricity/power facility, medical facility, leave travel allowance, club memberships, retirement benefits etc. in accordance with the Rules applicable to him. Perquisites were to be valued as per Income Tax Rules, wherever applicable and in the absence of any such Rule, at actual cost.

The aggregate of salary and monetary value of all perquisites in accordance with the applicable Rules payable to him and other Managing/Whole time Directors was not to exceed the limits specified in Sections 198 and 309 of the Act.

Brief Resumé:

Mr. Ruia holds an MBA from the University of California at Berkeley, U.S.A and also holds a Master Degree in Management from the London School of Economics, U.K. He worked as an Investment Banker at Barclays Capital in London, U.K.

Expertise in Specific Functional Areas:

Finance, Administration and General Corporate Areas.

Directorships of other companies:

James Warren Tea Limited	Botraco Holdings Limited
JW Properties Private Limited	Derrysel Limited
JWR Properties Private Limited	Ashdene Investments Limited

Notice (Continued)

JW Trading Private Limited
Botraco Limited
Derrysel Holdings Ltd.
Parimbrook Limited
Woodcutter Limited

Enez Investments Limited
Isis Enterprises Limited
Maru Limited
Maygrove Investments Limited

Committee Memberships of other companies : None

Mr. Ruia does not hold any share in the Company.

A copy of the Letter of re-appointment referred to in the Resolution set out in Item 7 of the convening Notice will be available for inspection by the Members of the Company at its Registered Office on any working day prior to the date of the meeting between 9.00 a.m. and 11.00 a.m. and will also be available at the Meeting.

The Resolution set out in Item 7 of the convening Notice has to be considered accordingly and the Board recommends its acceptance.

No person other than Mr. Akhil Kumar Ruia, Mr. Anil Kumar Ruia and Mr. Ankit Govind Ruia, all of whom have since ceased to be Directors of the Company, is concerned or interested in the Resolution set out in Item 7 of the convening Notice.

Item No. 8

The Board re-appointed Mr. Ankit Govind Ruia as Whole-time Director of the Company with effect from 7th August, 2013 in terms of his Letter of re-appointment dated 8th August, 2013 subject to approval of the Central Government, if required. He resigned as a Director with effect from 26th February, 2014. Approval of the Shareholders is being sought for the appointment and remuneration paid to him as Whole-time Director of the Company for the period from 7th August, 2013 to 25th February, 2014 notwithstanding that consequent on the coming into effect of a Scheme of Arrangement between Warren Tea Limited and James Warren Tea Limited and their respective Shareholders with retrospective effect from 1st April, 2011, all such remuneration paid to him has stood transferred to James Warren Tea Limited.

The principal terms and conditions of his appointment are as follows:

- A. Salary ₹. 1, 00,000 per month
- B. In addition to the above salary, he was entitled to perquisites like house rent allowance/ rent free accommodation, Company cars, electricity/power facility, medical facility, leave travel allowance, club memberships, retirement benefits etc. in accordance with the Rules applicable to him. Perquisites were to be valued as per Income Tax Rules, wherever applicable and in the absence of any such Rule, at actual cost.

Notice (Continued)

The aggregate of salary and monetary value of all perquisites in accordance with the applicable Rules payable to him and other Managing/Whole time Directors was not to exceed the limits specified in Sections 198 and 309 of the Act.

Brief Resumé:

Mr. Ruia holds a degree in Law from the University of Oxford, U.K. He is a qualified solicitor in the Courts of England and Wales and practised law at Linklaters LLP, in London and Singapore. He has also worked in the retail division of Future Group, Mumbai and has marketing experience.

Expertise in Specific Functional Areas:

Law, Marketing and Corporate Administration.

Directorships of other companies :

James Warren Tea Limited	Ashdene Investments Limited
JW Properties Private Limited	Enez Investments Limited
JWR Properties Private Limited	Isis Enterprises Limited
JW Trading Private Limited	Maru Limited
Botraco Limited	Maygrove Investments Limited
Woodcutter Limited	

Committee Memberships of other companies : None

Mr. Ruia does not hold any share in the Company.

A copy of the Letter of re-appointment referred to in the Resolution set out in Item 8 of the convening Notice will be available for inspection by the Members of the Company at its Registered Office on any working day prior to the date of the meeting between 9.00 a.m. and 11.00 a.m. and will also be available at the Meeting.

The Resolution set out in Item 8 of the convening Notice has to be considered accordingly and the Board recommends its acceptance.



Warren Tea Limited

Notice (Continued)

No person other than Mr. Ankit Govind Ruia, Mr. Anil Kumar Ruia and Mr. Akhil Kumar Ruia Mr. Ankit Govind Ruia, all of whom have since ceased to be Directors of the Company, is concerned or interested in the Resolution set out in Item 8 of the convening Notice.

Suvira House
4B, Hungerford Street,
Kolkata 700 017.
14th March, 2014

By Order of the Board
Siddhartha Roy
*President - Legal &
Company Secretary*



Directors' Report

Your Directors have pleasure in presenting their Thirty-sixth Annual Report to the Members together with the Audited Accounts for the year ended 31st March, 2013 :

FINANCIAL RESULTS

	Current Year (₹ in lakhs)	Previous Year (₹ in lakhs)
Profit before Depreciation and Taxation	2377.27	1875.99
Less: Depreciation and Amortisation	496.73	954.13
Profit before Taxation	1880.54	921.86
Tax Expense		
Current Tax	360.00	625.52
Deferred Tax	147.06	(332.24)
Profit for the period from Continuing Operations	1373.48	628.58
Loss from Discontinuing Operations	—	47.84
Tax Expense of Discontinuing Operations	—	(15.52)
Loss from Discontinuing Operations (After Tax)	—	32.32
Profit for the Year	1373.48	596.26
Balance brought forward from Previous Year	7149.54	6553.28
	8523.02	7149.54
Less : Transferred in terms of Scheme of Arrangement	4798.94	—
Balance carried to Balance Sheet	3724.08	7149.54

SCHEME OF ARRANGEMENT

During the year under review, the Company took steps towards putting in place the Scheme of Arrangement for demerger of seven tea estates comprised in the James Warren Tea Division ('demerged undertaking') of your Company to James Warren Tea Limited. Subsequent to the year-end, the said Scheme was approved by the Shareholders of the respective companies and sanctioned by the Hon'ble Gauhati High Court. Upon completion of the procedural requirements, on 9th January, 2014, the said Scheme took retrospective effect from 1st April, 2011. Your Company retains seven tea estates namely, Baliyan (N), Deohall, Duamara, Hatimara, Rupai, Tara and Sealkotee Tea Estates.

BONUS ISSUE

For the purpose of compliance with Clause 40A of the Listing Agreement with the Stock Exchanges, to raise the public shareholding of the Company to not less than 25%, during the year under review the Company issued bonus shares only to the public shareholders to the exclusion of the promoters of the Company in the ratio of 7 Equity Shares for every 10 Equity Shares held in the Company.



Directors' Report (Continued)

AUDITORS' REPORT

Subsequent to the year under review, Messrs. Singhi & Co., Chartered Accountants, resigned as Joint Auditors. Messrs B. M. Chatrath & Co., Statutory Auditors have submitted their Report in respect of the financial year 2012-13 under Section 227 of the Companies Act, 1956 and the Companies Act, 2013 to the extent applicable.

For the year ended 31st March, 2012 the Cost Audit in respect of the Company's Tea operations had been completed by Messrs. Shome and Banerjee, Cost Accountants. The Cost Audit Report had been submitted by the Cost Auditors to the appropriate Authorities on 30.01.2013, within the extended due date of submission.

ACCOUNTING POLICIES AND PROCEDURES

The Accounts of the Company for the year under review has been prepared after giving effect to the aforesaid Scheme of Arrangement. However, the figures in the Accounts as well as in this Report for the previous year except where otherwise indicated include operations of the seven tea estates comprised in the demerged undertaking and therefore are not comparable to those of the current year.

The major accounting policies as narrated in the Notes to the Financial Statements in Note 24 in conformity with the Accounting Standards which have been specified in the Companies Act, 1956 and the Companies Act, 2013 to the extent applicable and the Rules framed thereunder as applicable to the Company have been followed as usual in course of preparing and presenting these Accounts.

Your Company continues to have an adequate internal audit system carried out by external firms of Chartered Accountants who submit their Reports upon completion of audit for consideration by the Directors.

RESUMÉ OF PERFORMANCE

Your Company achieved a total income of ₹ 12182.82 Lakhs this financial year as against ₹ 21566.68 Lakhs for the previous year ended on 31st March, 2012. The profits of your Company before providing for tax was ₹ 1880.54 Lakhs as compared to ₹ 921.86 Lakhs in the last financial year ended on 31st March, 2012.

Crop

Your Company's saleable crop was recorded at 6.46 Million Kgs. as compared to the previous year's production of 7.51 Million Kgs for seven tea estates mainly on account of unfavourable climatic conditions.

Directors' Report (Continued)

Comparative Crop figures during the past five years for its seven tea estates only are given below :

Year Ended on	Saleable Crop. In Million Kgs.
31.3.2013	6.46
31.3.2012	7.51
31.3.2011	7.05
31.3.2010	7.22
31.3.2009	7.29

Sales

Proceeds from sale of tea from the Company's seven tea estates amounted to ₹ 11854.90 Lakhs for the year under review as against ₹ 10638.61 Lakhs in the previous year.

Quality

Your Company continues in its focus in the production of its own leaf to ensure Quality product. The manufacture of quality teas has been maintained through implementation of best suited agricultural practices.

Your Directors continue to recognise the attributes of Tea as a Health Drink. All Tea Estates of your Company continue to be participants of the Ethical Tea Partnership Programme (ETP). Your Company also continues to lay emphasis on the critical issues of Maximum (Permissible Chemicals) Residue Limits (MRLs) and ensures compliance with stringent international as well as Indian standards at all its estates.

Exports

Exports for the year was ₹ 374.55 Lakhs as against ₹ 568.46 Lakhs for the previous year for seven tea estates.

Employees' Welfare

The Company continued in its efforts to maintain and promote various welfare measure especially at the plantations. The Company envisions human resource development as integral to its long term sustainability and success, to which end it continues its efforts for human resource development for employees at various levels. Welfare Week Programmes continued to be carried out in all the Company's tea estates as part of its efforts to improve the quality of life of the Company's most valuable assets i.e. its employees and their families.

Personnel

Your Directors record their appreciation for contribution and co-operation of all the employees.



Directors' Report (Continued)

Industrial relations with employees remained cordial and satisfactory during the year under review. Your Directors are happy to place on record their sincere appreciation to all employees for their unstinted efforts and contribution.

Prospects

During the current year your Company's teas continue to be appreciated in the market and receive remunerative prices which coupled with favourable climatic conditions resulting in increased production indicate improved performance.

SHAREHOLDERS

With a view to continuing investment in its estates for sustainable development and improvement and with an eye on consolidation, your Directors have considered it prudent not to declare any dividend for the year under review.

PARTICULARS OF EMPLOYEES

Particulars of employees as required to be disclosed under Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, is given in Annexure 'A'.

COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988

Conservation of Energy

Information pertaining to conservation of energy as required under Section 217(1)(e) of the Companies Act, 1956, including Form A specified under the above Rules, is given in Annexure 'B'.

Technology Absorption

Information pertaining to technology absorption in Form B specified under the above Rules is also given in Annexure 'B'.

Foreign Exchange Earning & Outgo

Activities relating to exports : The Company continues to pursue its activities in exporting teas to UK, Germany, Netherlands, U.S.A, Pakistan and the Middle East.

Initiatives taken to increase exports : Your Company continues with its focus on quality in its endeavour to cater to quality conscious markets for its teas.

Your Company's Integrated Management Policy relating to pesticides, fertilizers and other agro inputs in conformity with both domestic and global norms continues as before.

Directors' Report (Continued)

All estates of your Company continue to be participants of the Ethical Tea Partnership Programme.

Development of new export markets for products and services: Your Company has initiated steps to explore new markets in addition to developing existing ones.

Export plans : Your Company continues in its efforts with a view to increasing its exports to existing buyer countries as well as to explore new countries where exports could be effected in future.

Total Foreign Exchange — Earned (Gross) : ₹ 379.01 Lakhs

— Used : ₹ 7.56 Lakhs

CORPORATE GOVERNANCE

In compliance with the disclosures required under the said Clause 49 of the Listing Agreement with the Stock Exchanges, a Management Discussion and Analysis Report is provided in Annexure 'C'.

The Report on Corporate Governance as required under the aforesaid Clause is also provided in Annexure 'D' to this Report, together with the Declaration affirming compliance with the Code of Conduct of the Company and Auditors' Certificate on compliance with the conditions of Corporate Governance.

DIRECTORS' RESPONSIBILITY STATEMENT (Pursuant to Section 217 (2AA) of the Companies Act, 1956)

Your Directors confirm that the items of Directors' Responsibility Statement given below have long been practised in course of running of the Company. However, as a means of adequate compliance of the statutory requirements the Directors re-assert that :

- (i) The Accounting Standards as applicable to your Company and corroborated by the Companies Act, 1956 and the Companies Act, 2013 to the extent applicable have been followed in course of preparation of the Annual Accounts for the year ended 31st March, 2013 and there has been no material departure to warrant further explanation.
- (ii) In keeping with the Company's practices, accounting policies have been followed in course of the Annual Accounts for the year ended 31st March, 2013, so as to exhibit a true and fair view of the state of affairs of the Company and of the profit for that period as have also been certified by the Statutory Auditors of the Company.
- (iii) The Statutory Auditors' Report does confirm in regard to adequate controls and internal audit systems being followed by the Company in course of running its affairs as also for maintenance of its assets. Your Directors take every caution to relate such control measures to the benefit of the Company and with a view to prevent any fraud or irregularities to creep in.
- (iv) The Annual Accounts of the Company for the year ended 31st March, 2013 have been prepared on a going concern basis as hitherto.



Directors' Report (Continued)

DIRECTORATE

Mr. Pradip Kumar Khaitan resigned as a Director with effect from 20th June, 2013. The Directors place on record their appreciation for the services rendered by Mr. Khaitan during his tenure as a Director.

Mr. Dharam Pal Jindal and Mr. Nand Gopal Khaitan were appointed as Additional Directors with effect from 9th July, 2013. They vacate office at the forthcoming Annual General Meeting and necessary Notices have been received from Members of the Company under Section 257 of the Companies Act, 1956 signifying their intention to propose the appointments of Mr. D. P. Jindal and Mr. N. G. Khaitan as Directors of the Company.

Mr. Akhil K. Ruia and Mr. Ankit G. Ruia who were reappointed as Whole-time Directors - James Warren Tea Division of the Company for a period of one year with effect from 7th August, 2013, resigned as Directors with effect from 26th February, 2014. Approval of the Members is being sought at the forthcoming Annual General Meeting for the reappointments and remuneration payable to them for the period 7th August, 2013 to 25th February, 2014 notwithstanding that consequent on the Scheme of Arrangement between Warren Tea Limited and James Warren Tea Limited and their respective Shareholders becoming effective with retrospective effect from 1st April, 2011, all such remuneration paid to them have stood transferred to James Warren Tea Limited. Mr. Anil K. Ruia and Mr. G. S. Sodhi also resigned as Directors of the Company with effect from 26th February, 2014. The Directors place on record their appreciation for the services rendered by them during their tenure as Directors.

In accordance with the Articles of Association of the Company Mr. N. Dutta retires by rotation and being eligible has offered himself for reappointment.

AUDITORS

Messrs B. M. Chatrath & Co., Chartered Accountants, Statutory Auditors of the Company retire at the conclusion of the forthcoming Annual General Meeting and being eligible have offered themselves for reappointment.

During the year under review Messrs. Shome & Banerjee, Cost Accountants were re-appointed with the approval of the Central Government for audit of Cost Accounts maintained by the Company in respect of Plantation Products for the year ended 31st March, 2013.

Kolkata
14th March, 2014

C. K. Dhanuka
Chairman
Vinay K. Goenka
Executive Chairman
S. K. Ghosh
Managing Director



Annexure 'A' to the Directors' Report

Particulars of Employees in terms of Section 217 (2A) of the Companies Act, 1956

Name	:	Vinay K. Goenka	S. K. Ghosh
Designation	:	Executive Chairman	Managing Director
Gross Remuneration (₹ In Lakhs)	:	79.81	60.46
Qualification	:	B.Sc. (Botany)	B.Com. (Hons.), F.C.A.
Experience (Years)	:	36	37
Age (Years)	:	55	59
Date of Commencement of Employment	:	19.04.83	02.05.83
Last Employment held before joining the Company			
Organisation	:	The Eriabarie Tea Co. Pvt. Ltd.	Consultant
Designation	:	Senior Executive	—

- Notes :
- (1) The gross remuneration shown above is subject to tax and comprises salary, commission, allowance, monetary value of perquisites evaluated as per Income Tax Rules, Company's contributions to Provident Fund, Superannuation and Gratuity Funds subject to the relative Fund Rules.
 - (2) Both the appointments are contractual.
 - (3) Mr. Goenka holds more than 2% of the Equity Shares of the Company.
 - (4) Mr. Vinay K. Goenka is related to Mr. Anil K. Ruia (since resigned).

Kolkata
14th March, 2014

C. K. Dhanuka
Chairman
Vinay K. Goenka
Executive Chairman
S. K. Ghosh
Managing Director



Annexure 'B' to the Directors' Report

Information as per Section 217 (1)(e) of the Companies Act, 1956

Conservation of Energy

Energy consumption in the Tea Industry has been a critical factor and major concern as it is one of the major components of the manufacturing cost. With the escalation of costs day by day proper monitoring of Energy consumption has become the need of the day. As a matter of requirement and good governance your Company has always had an eye on conservation of energy since avoidable use of energy also constitute a national waste. By reducing wastage of energy and using it more efficiently, there is a potential of saving energy substantially. Your Directors have always sought to conserve energy by different measures, further particulars of which are provided hereunder.

a) Energy conservation measures taken

Maintaining Optimum Power Factor has been one of the major thrust areas in all the estates of your Company. The power factor is monitored strictly thus leading to lesser losses during transmission of power. Power Transformers and Capacitors are regularly monitored for their performance thus reducing power consumption through Grid. Your Directors and your Company's Senior Management personnel continuously make efforts with a view to conserve energy. The domestic consumption of power is regulated with the use of proper metering devices in all the estates of your Company, to ensure measured use of the energy available whereby cost is minimized without affecting operations. Your Company has also taken necessary regulatory energy saving measures to ensure beneficial use of energy, like replacement of old engines with new fuel efficient ones for better fuel economy.

Your Company has taken additional measures such as re-layout of the CTC sorting systems in some of its Tea Estates for increasing the efficiency of the sorting systems.

Layout designed so as to maximize the use of conveyors in sorting directly result in reducing running hours and also minimize idle time of the machines, thus increasing the output and subsequently lesser consumption of electrical power. Some of the older sorting machines have been replaced by newer efficient machines.

The Company has replaced some conventional driers with energy efficient driers.

b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy

Additional investments and proposals include incorporation of new and efficient Vibro Bed Dryer and Continuous Fermenting Machine for enhancing the production output and to reduce longer operational hours thereby leading to savings in electrical power consumption. Uses of energy efficient troughs and rolling tables have reduced the power consumption. Keeping efficient energy consumption in mind, your Company works in tandem with the State Electricity Board for upgradation and maintenance of overhead power transmission lines for better availability of Grid Power.



Annexure 'B' to the Directors' Report (Continued)

c) Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods

Improvement of energy utilization results in economy in cost. Efforts of the technical and concerned personnel at the tea estates, to devise new systems and implement modernized methods have improved overall energy consumption at factories without affecting operations as well as performance of machinery and other equipment.



Annexure 'B' to the Directors' Report (Continued)

Form for disclosure of particulars with respect to Conservation of Energy

FORM A

(A) Power and Fuel consumption		Current Year	Previous Year
1. Electricity			
(a) Purchased			
Units	('000KWH)	3778	8347
Total Amount	(₹ '000)	29833	60972
Rate/Unit	(₹/KWH)	7.90	7.31
(b) Own Generation			
i) Through Diesel Generator			
Units	('000KWH)	829	1754
Units per ltr. of Diesel Oil	(KWH)	2.90	2.88
Fuel Cost/Unit	(₹/KWH)	15.66	12.82
ii) Through Natural Gas Generator			
Units	('000KWH)	1846	3794
Units per Scm of Gas	(KWH)	1.33	1.19
Fuel Cost/Unit	(₹/KWH)	5.78	6.52
2. Coal	(MT)	—	—
3. Furnace Oil for Tea Processing in Withering & Drying			
Quantity	(K.Ltrs)	13	10
Total Amount	(₹ '000)	597	390
Average Rate	(₹/K.Ltr.)	46252	40731
4. Others/Internal Generation			
(a) Natural Gas : for Tea Processing in Withering & Drying			
Quantity	('000Scm)	4765	10771
Total Cost	(₹ '000)	33103	69655
Rate/Unit	(₹/Scm)	6.95	6.47
(b) H.S.D. Oil: for Transport & Material Handling etc.			
Quantity	(K.Ltrs)	168	315
Total Cost	(₹ '000)	7717	12987
Rate/Unit	(₹/K.Ltr.)	46043	41221
(c) Petrol : for Transport & Material Handling etc.			
Quantity	(K.Ltrs)	38	68
Total Cost	(₹ '000)	2786	4601
Rate/Unit	(₹/K.Ltr.)	73680	67568
(d) L.P.G. (for domestic use at Gardens)			
Quantity	(Cylinder)	5041	10724
Total Cost	(₹ '000)	3677	4096
Rate/Unit	(₹/Cylinder)	729	382
(B) Consumption per unit of production			
(Including energy used for Domestic purposes at Gardens)		Standards (Estimated)	
Products - Tea (Gross Production)	('000 Kgs)	—	6598 15045
Electricity	(KWH/Kg)	0.90	0.98 0.87
Furnace Oil	(Ltr/Kg)	0.001	0.00195 0.00064
Others : Natural Gas	(Scm/Kg)	0.77	0.72 0.72
H.S.D. Oil	(Ltr/Kg)	0.018	0.025 0.021
Petrol	(Ltr/Kg)	0.003	0.006 0.005
L.P.G.	(Cylinder/Kg)	0.0008	0.0008 0.0007



Annexure 'B' to the Directors' Report (Continued)

FORM B

Form for disclosure of particulars with respect to absorption

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 above R & D
3. Future plan of action
4. Expenditure on R & D ₹ 11.74 Lakhs
 - (a) Capital —
 - (b) Recurring ₹ 11.74 Lakhs
 - (c) Total ₹ 11.74 Lakhs
 - (d) Total R & D expenditure as a percentage of total Turnover 0.01%

The Company did not carry out any R & D activities. However, during the year the Company subscribed a sum of ₹.11.74 Lakhs to Tea Research Association ('TRA') which is registered under Section 35(1)(ii) of the Income Tax Act, 1961 as a scientific research association. TRA has been set up more than 100 years ago for the purpose of carrying out research aimed at improving various aspects of tea plantations who derive benefit from such detailed work carried out by TRA. The expenses for such work are collectively borne by TRA from the contributions made by various tea companies. It is not practical to detail out these particulars relating to work carried out by TRA.

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

1. Efforts, in brief, made towards technology absorption, adaptation and innovation.
2. Benefit derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution, etc.
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, areas where this has not taken place, reasons therefor, and future plans of action

Not Applicable



Annexure 'C' to the Directors' Report

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Clause 49 of the Listing Agreement with the Stock Exchanges stipulates disclosure under specific heads which are given in the following paragraphs and which continue to be followed in the usual course of the Company's business over the years in discussions amongst the Directors and other Senior Management Personnel.

(a) Industry Structure and Developments

Tea continues to be enjoyed by consumers in many countries around the world. Tea Industry in India is nearing the two century mark. It is the second largest tea producer in the world, providing employment opportunities, both direct and indirect to more than a million people, the vast majority of whom come from the less privileged sections of society. It is a sector of which the country can take a lot of pride in because of its pre-eminence as a foreign exchange earner and its contribution to the country's National Income. Your Company continues to follow the practice of marketing the product in bulk for subsequent trade channels to make tea available to the consumers.

(b) Opportunities and threats

The Tea Industry is largely dependent on the vagaries of nature. Volumes of tea cultivated across most of the country has been substantially lower in the current year. The Industry is highly labour intensive and is subject to stringent labour laws. Your Company maintains the standards of its produce both in the domestic as well as overseas markets, mainly on account of its consistent thrust on quality. Your Company has continued to drive its vision of a quality product and this year was no exception.

(c) Segment-wise or Product-wise Performance

The Company does not have any separate primary business segment as it sells only black tea in bulk. However, it continues to sell such teas both in the domestic and overseas markets.

(d) Outlook

Tea continues to be the most popular beverage in the country and is growing in significance as a health drink. Your Directors continue in their emphasis on the "Quality" of tea.

(e) Risks & Concerns

Despite best efforts, the unfavourable climate for growing as well as domestic and export market conditions continue to govern results. The Company continues with its emphasis on teas produced without losing sight of the value of its human resources.

(f) Internal Control Systems & their Adequacy

The Company has in place adequate systems of internal control procedures commensurate



Annexure 'C' to the Directors' Report (Continued)

with the Company's size and nature of its operations. Internal Control system continues to be focus area for the Company. This aims to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes ,safeguarding of assets from unauthorized use or losses, executing transactions with proper authorization and ensuring compliance of corporate policies. All the Auditors periodically visit various units of the Company. Budgetary and other control measures continue to be observed for monitoring plantation and other activities with a view to improving performance.

(g) Financial & Operational Performances

Details relating to the Company's financial position are available in the Accounts for the year during which the total income amounted to ₹ 12182.82.Lakhs which is attributable mainly to improved price realisations which again is the result of the Company's consistent efforts of good governance practices in production and manufacture of tea including its continued focus on quality. The Company looks forward to further improvements in the future thereby strengthening its sound financial base.

(h) Material Developments in Human Resources/Industrial Relations Front

Tea Industry is essentially labour intensive and the Company's employees are its most valuable assets. Despite an employee strength of around fifteen thousand, industrial relations have remained cordial and satisfactory during the year under review.



Annexure 'D' to the Directors' Report

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Code of Governance :-

The Company continues to lay utmost importance on continuous upliftment of human assets as well as economic assets like plantations and also to improvements in the factories. The governing codes consistently followed by the Company have made its product well acceptable to buyers, both in India and abroad. The labour and management practices are also followed in conformity with law so as to aim at the fullest economic utilisation of resources. The Company further believes that such practices are founded upon the core value of transparency, empowerment, accountability, independent monitoring and environmental consciousness. The Company observes ethical practices in all its operations.

2. Board of Directors :-

The Board of Directors at present comprises a Non-executive Chairman, two Executive Directors and four Non-executive Directors. The particulars of the Directors for the year ended on 31st March, 2013 are given hereunder :-

Name	Category	Attendance		Directorships in other companies	Committee Positions in other companies	
		At Board Meetings	At last AGM		As Chairman	As Member
Mr. C. K. Dhanuka	Chairman Non-Executive Independent Director	9	No	9	1	2
Mr. Vinay K. Goenka	Executive Chairman	9	Yes	1	1	1
Mr. P.K.Khaitan (from 16.02.2012 to 09.07.2013)	Vice -Chairman Non-Executive Independent Director	2	No	14	—	4
Mr. S. K. Ghosh	Managing Director	9	No	1	1	1
Mr. R. Kidwai (from 16.03.2012 to 30.11.2012)	Joint Managing Director	3	—	—	—	—
Mr. G. S. Sodhi (Jt. Managing Director from 30.11.2012 to 29.11.2013. Resigned as a Director w.e.f. 26.02.2014)	Joint Managing Director	3	Yes	—	—	—
Mr. A. K. Ruia (Resigned as a Director w.e.f. 26.02.2014)	Non- Executive Director	1	Yes	2	—	—



Annexure 'D' to the Directors' Report (Continued)

Name	Category	Attendance		Directorships in other companies	Committee Positions in other companies	
		At Board Meetings	At last AGM		As Chairman	As Member
Mr. Akhil K. Ruia (Resigned as a Director w.e.f. 26.02.2014)	Whole-time Director	8	Yes	—	—	—
Mr. Ankit G. Ruia (Resigned as a Director w.e.f. 26.02.2014)	Whole-time Director	8	No	—	—	—
Mr. S. Bhoopal	Non-Executive Independent Director	7	No	4	—	—
Mr. N. Dutta	Non-Executive Independent Director	1	Yes	—	—	—

Notes :

- Mr D. P. Jindal and Mr. N. G. Khaitan were appointed as Additional Directors with effect from 9th July, 2013.
- Mr. Vinay K. Goenka is Mr. A. K. Ruia's sister's husband. Mr. A. K. Ruia is the father of Mr Akhil K. Ruia and Mr. Ankit G. Ruia and is also Mr. D. P. Jindal's sister's husband. Other than that there is no inter-se relationship between any of the Directors of the Company.
- Directorships in other companies excludes Directorships in private limited companies, companies incorporated outside India and companies under Section 25 of the Companies Act, 1956.
- Committee Positions in other companies relate to Chairmanship/Membership of Audit and Investors'/Shareholders' Grievance Committees only.

During the year under review, nine Board meetings were held on 25th June, 2012, 7th August, 2012, 11th August, 2012, 30th November, 2012, 30th January, 2013, 14th February, 2013, 8th March, 2013, 13th March, 2013 and 30th March, 2013

**Annexure 'D' to the Directors' Report (Continued)****3. Audit Committee :-**

The Audit Committee consisted of one executive and two non-executive Independent Directors who are persons of standing in the industry and have the requisite experience and expertise to carry out their obligations at meetings of the Committee at which the Whole-time Directors provide the necessary inputs.

The terms of reference of the Audit Committee include :-

- a) review internal control systems; nature and scope of audit as well as post audit discussions;
- b) review quarterly, half-yearly and annual financial statements with particular reference to matters to be included in the Directors' Responsibility Statement to be included in the Board's Report;
- c) ensure compliance with internal control systems;
- d) recommend to the Board on any matter relating to financial management, including audit report;
- e) oversee Company's financial reporting process and disclosure of financial information;
- f) review performance of statutory and internal auditors.

During 2012-2013 the Audit Committee met on 25th June, 2012, 6th August, 2012, 30th November, 2012, 29th January, 2013, 14th February, 2013 and 8th March, 2013.

Composition of the Audit Committee during the year 2012-2013 :-

Name	Position held	No. of Meetings	
		Held	Attended
Mr. C. K. Dhanuka	Chairman	6	6
Mr. S. Bhoopal	Member	6	6
Mr. Ravi Kidwai (till 30.11.2012)	Member	3	2
Mr. G. S. Sodhi (Joined w.e.f 30.11.2012)	Member	3	2

The Executive Chairman, Managing Director, Whole-time Directors and the representatives of the Statutory, Cost and Internal Auditors were invited to the meetings of the Audit Committee during the year under review. The Committee was reconstituted with effect from 26th February, 2014 with Mr. S. Bhoopal as Chairman and Mr. C. K. Dhanuka and Mr. N. Dutta as members, all of whom are Non-Executive Independent Directors.

President-Legal & Company Secretary acts as the Secretary to the Committee.

Annexure 'D' to the Directors' Report (Continued)

4. Remuneration Committee :-

No Remuneration Committee has been formed pursuant to Clause 49 of the Listing Agreement. However, a Remuneration Committee has been constituted in accordance with Schedule XIII to the Companies Act, 1956 to consider and approve the Managerial Remuneration consisting of the salary and perquisites to be paid to the Executive Directors in accordance with their respective terms of employment. The Remuneration Committee was reconstituted on 6th March, 2012 with Mr. C. K. Dhanuka as Chairman and Mr. S. Bhoopal and Mr. Ankit G. Ruia as members. The Committee was further reconstituted on 9th July, 2013 with Mr. C. K. Dhanuka as Chairman and Mr. S. Bhoopal, Mr. Ankit G. Ruia, Mr. D.P. Jindal and Mr. N. Dutta as members. Consequent on resignation of Mr. Ankit G. Ruia as a Director of the Company, he ceased to be a member of the Committee. The Committee met on 6th August, 2012, 30th November, 2012 and 29th January, 2013 during the year (attended by Mr. C. K. Dhanuka, Mr. S. Bhoopal, and Mr. Ankit G. Ruia).

Details of remuneration paid to the Executive Directors during the year under review are given below:-

(Rupees in Lakhs)

	Mr. Vinay K. Goenka (Executive Chairman)	Mr. S. K. Ghosh (Managing Director)
Salary	24.00	15.60
Contributions to Provident, Gratuity and Other Funds	4.03	2.62
Commission	22.10	15.60
Other Benefits	29.68	26.64
Total	79.81	60.46

Pursuant to a Scheme of Arrangement approved by the Hon'ble Gauhati High Court coming into effect with retrospective effect from 1st April, 2011, the remuneration of the Executive Directors of James Warren Tea Division of the Company are not included.

Warren Tea Division

The Service Agreement with Mr. Vinay K. Goenka, Executive Chairman responsible for the operations of the Warren Tea Division of the Company expired on 31st March, 2013. He was reappointed as Executive Chairman by the Board of Directors subject to the approval of the Shareholders and a new Service Agreement with Mr. Vinay Kumar Goenka as Executive Chairman of the Company for a period of 3 years with effect from 1st April, 2013 shall be entered into by the Company after obtaining requisite approval of the shareholders. The Company also has a separate Service Agreement with Mr. S. K. Ghosh as Managing Director of the Company, for a period of 3 years with effect from 1st April, 2011 which was approved by the shareholders at the Annual General Meeting held on 9th September, 2011.



Annexure 'D' to the Directors' Report (Continued)

There is no severance compensation other than six months' remuneration in absence of any notice, the notice period being six months in writing for the Executive Chairman and Managing Director, none of whom are not entitled to any Stock Option or Performance Linked Incentive.

James Warren Tea Division

Mr. Ravi Kidwai was appointed as Joint Managing Director of the Company for a period of 1 year with effect from 16th March, 2012. Mr. Kidwai resigned as Joint Managing Director with effect from 30th November, 2012. His period of office was approved by the shareholders at the Annual General Meeting held on 11th March, 2013.

During the period under review, Mr. Akhil K. Ruia and Mr. Ankit G. Ruia were appointed as Whole-time Directors of the Company for a period of one year with effect from 7th August, 2012 subject to approval of the Central Government. Both Appointments were approved by the Shareholders at the Annual General Meeting held on 11th March, 2013 and also approved by the Central Government. They were reappointed as Whole-time Directors of James Warren Tea Division of the Company for a period of one year with effect from 7th August, 2013 subject to approval of the shareholders and Central Government if required. Mr. Akhil K. Ruia and Mr. Ankit G. Ruia resigned as Directors with effect from 26th February, 2014. Mr. G. S. Sodhi was appointed as Joint Managing Director of the Company for a period of 1 year with effect from 30th November, 2012 which was approved by the shareholders at the Annual General Meeting held on 11th March, 2013. By efflux of time, his appointment as Joint Managing Director ceased with effect from 29th November, 2013.

There is no severance compensation other than one month's remuneration in absence of any notice, the notice period being one month in the case of Joint Managing Director and two months for each of the Whole-time Directors. The Joint Managing Director and the Whole-time Directors were not entitled to any Stock Option or Performance Linked Incentive.

Sitting fees only for attending the meetings of the Board and Committees thereof are paid to the Non-Executive Directors. Particulars of sitting fees (excluding Service Tax) paid to the Non-Executive Directors during the year under review are given below:-

(Rupees in Lakhs)

Name	Board Meetings	Committee Meetings	Total (₹)
Mr. C. K. Dhanuka	9	10	0.38
Mr. A. K. Ruia	1	—	0.02
Mr. S. Bhoopal	7	10	0.34
Mr. N. Dutta	1	—	0.02
Mr. Akhil K. Ruia	1	1	0.04
Mr. Ankit G. Ruia	1	1	0.04

None of the Non-executive Directors hold any shares in the Company except Mr. C. K. Dhanuka and Mr. P. K. Khaitan together with Mr. D. P Jindal hold 1416074 nos. Equity Shares in the

Annexure 'D' to the Directors' Report (Continued)

Company jointly as Escrow Agents and Mr. N. Dutta who holds 10 Equity Shares in the Company. The Company has not issued any convertible instruments.

5. Shareholders' Grievance and Share Transfer Committee :-

This Committee is composed of three Directors viz. Mr. C. K. Dhanuka as the Chairman and Mr. S. Bhoopal and Mr. Akhil K. Ruia as Members. Consequent on Mr. Akhil K. Ruia's resignation as a Director of the Company with effect from 26th February, 2014, he ceased to be a member of that Committee and the Committee was reconstituted with effect from 26th February, 2014 with Mr. C. K. Dhanuka as Chairman and Mr. S. Bhoopal and Mr. N. Dutta as members. The Committee met once during the year on 6th August, 2012.

Share Transfer formalities are complied with whenever necessary, the power to approve the same being delegated jointly and severally to Mr. Vinay K. Goenka and Mr. S. K. Ghosh.

Mr. Siddhartha Roy, President-Legal & Company Secretary is the Compliance Officer.

E-mail ID pursuant to Clause 47(f) of the Listing Agreement with the Stock Exchanges:

investors@warrentea.com

Status of Investors' Complaints as on 31st March, 2013 :-

No. of complaints received during the year and dealt with :	5
No. of complaints pending :	Nil
No. of pending share transfers as on 31st March, 2013 :	Nil

During the year under review 76 requests for transfer of shares in physical form and 230 requests for dematerialisation of shares were received and processed.

6. General Body Meetings :-

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

Date	Location	Time
27th August, 2010	G. S. Ruia Memorial Complex at Deohall Tea Estate, P.O. Hoogrijaan, Dist. Tinsukia, Assam 786 601	11.30 A M
9th September, 2011	Same as above	11.30 A M
11th March, 2013	Tingri Club, P.O. Hoogrijaan, Dist. Tinsukia, Assam 786601	10.00 A M

No Special Resolution was passed at the Annual General Meeting held on 27th August, 2010 .



Annexure 'D' to the Directors' Report (Continued)

A Special Resolution was passed at the Annual General Meeting held on 9.09.2011 for approval in terms of Section 314 of the Companies Act, 1956 to the remuneration payable to Mr. Vivek Goenka as a member of the Company's Management Staff.

During the year 2011-12 approval of Members was sought through Postal Ballot process for an Ordinary Resolution relating to appointment of Joint Statutory Auditors which was completed subsequent to the year-end.

Two special Resolutions were passed at the Annual General Meeting held on 11th March, 2013 for the purpose of substitution of Article 131 of the Articles of Association of the Company by a new Article and issuance of Bonus shares to public shareholders to the exclusion of promoters for the purpose of complying with clause 40A of the Listing Agreements with the Stock Exchanges.

In the matter of the Scheme of Arrangement between Warren Tea Limited and James Warren Tea Limited and their respective shareholders for demerger of James Warren Tea Division ('Demerged Undertaking') of Warren Tea Limited to James Warren Tea Limited pursuant to order dated 30th day of July, 2013 of the Hon'ble Gauhati High Court, a meeting of the Equity shareholders of the Company was held at Tingri Club, P.O. Hoogrijaan, District Tinsukia, Assam, 786601 on Friday, 13th day of September, 2013 at 4.00 P.M for the purpose of consideration and approving the said Scheme. The meeting was duly held, properly constituted and the draft Scheme of Arrangement was approved. In addition, the Company also obtained shareholders approval through Postal Ballot and E-Voting in terms of Clause 5.16 of the Securities and Exchange Board of India (SEBI) Circular dated 4th February, 2013 as replaced and clarified by SEBI Circular dated 21st May, 2013; Mr. Salil Banerjee, Company Secretary in Practice had acted as the Scrutinizer. 59,21,944 votes had been cast in favour and 2189 votes had been cast against. The Hon'ble Gauhati High Court has given its sanction to the Scheme of Arrangement on 16.12.2013.

Resumé and other information on the Directors appointed or re-appointed as required under Clause 49IV(G) (i) of the Listing Agreement is given in the Notice of the Annual General Meeting annexed to the Annual Report for the year under review.

7. Disclosures :-

- a) **Materially significant related party transactions :** The Company has not entered into any transactions of material nature with its promoters, directors, the management, subsidiary companies or relatives, etc. that may have potential conflict with its interest during the year under review. However, the list of related party relationships and transactions as required to be disclosed in accordance with Accounting Standard 18 as provided in the Companies (Accounting Standards) Rules, 2006 has been given in Note 24 to the Financial Statements for the year ended 31st March, 2013.
- b) **No penalties/strictures were imposed on the Company by any regulatory authority for non-compliance of any laws or any matter relating to capital markets during the last three years.**

Annexure 'D' to the Directors' Report (Continued)

- c) The Company has complied with all the mandatory requirements of Sub-clauses I to VII of Clause 49 of the Listing Agreement; however, the Chairman of the Audit Committee could not attend the Annual General Meeting held on 11th March, 2013. The Company continues in its efforts on improvement, consolidation and documentation of methods of internal control for financial reporting and its effectiveness. Insofar as the non-mandatory requirements are concerned, some of such requirements such as Constitution of the Remuneration Committee, presence of all members of that Committee at its Meeting during the year as well as administrative norms with regard to inter-personnel relationships are already being followed by the Company.

8. Means of Communication :-

- a) In compliance with Clause 41 of the Listing Agreement the Company intimates unaudited half yearly and quarterly results after Limited Review by the Statutory Auditors as well as the audited annual results to the Stock Exchanges after they are taken on record by the Board of Directors.
- b) Such results are also published in newspapers namely, Sentinel and Ajir Asom, having wide circulation in Assam, where the Registered Office of the Company is situate and Business Standard .
- c) Company's website: www.warrentea.com.
Results are also sent to the Stock Exchanges for display on their website.
- d) No presentations have been made to institutional investors or to the analysts.
- e) The document on Management Discussion and Analysis Report forms a part of the Annual Report.

9. General Shareholder Information :-

- a) Annual General Meeting : date, time and venue :
28th April, 2014, at 11.00 a.m. at the G.S.Ruia Memorial Complex , Deohall Tea Estate, P.O.Hoogrija Dist.- Tinsukia, Assam 786 601
- b) Financial Year: 1st April to 31st March.
- c) Book closure : 16th April, 2014
- d) Dividend payment date : Not Applicable
- e) Listing on Stock Exchanges and Stock Codes : The shares of the Company are listed with the Stock Codes at the Stock Exchanges given hereinbelow :

<u>Stock Exchange</u>	<u>Stock Code</u>
(i) Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 023.	508494
(ii) The Calcutta Stock Exchange Limited 7, Lyons Range, Kolkata 700 001	33002



Annexure 'D' to the Directors' Report (Continued)

Note : The Gauhati Stock Exchange Limited ceased to function as such w.e.f. 1st May, 2013. Listing Fees as prescribed have been paid to the aforesaid Stock Exchanges upto 31st March, 2013.

Demat Code No. allotted by NSDL & CDSL : INE712A01012

f) Stock Price Data :

Year 2012-2013

Month	Bombay Stock Exchange Limited	
	High (₹)	Low (₹)
April, 2012	560.00	385.00
May, 2012	464.95	351.10
June, 2012	398.95	350.00
July, 2012	432.70	374.00
August, 2012	480.30	377.00
September, 2012	475.00	313.10
October, 2012	369.00	340.00
November, 2012	379.00	332.00
December, 2012	375.45	342.00
January, 2013	447.00	342.00
February, 2013	442.90	370.00
March, 2013	438.60	205.00

There was no trade in the Calcutta Stock Exchange Limited.

g) Stock Performance:

Share Price Performance in comparison to BSE SENSEX : (April, 2012 to March, 2013)

Company's Share Price on : 01.04.2012 — ₹ 485.00 (Open) (BSE)

on : 31.03.2013 — ₹ 206.95 (Close) (BSE)

Change : (—) 57.32%

Indices : on : 01.04.2012 — 17,429.96 (Open)

on : 31.03.2013 — 18,835.77 (Close)

Change : 8.07%

**Annexure 'D' to the Directors' Report (Continued)****h) Share Transfer System :**

Share transfers are registered within a maximum period of 15 days from the date of receipt of documents complete in all respects. The shares of the Company are compulsorily traded in dematerialised form for all shareholders with effect from 28th August, 2000.

i) Dematerialisation of shares & liquidity :

EIH Ltd. at 4 Mangoe Lane, Kolkata 700 001 acts as the Interface Registrars for electronic part of the processing relating to dematerialisation of shares. Physical verification of share certificates surrendered for dematerialisation is carried out in-house. As on 31st March, 2013, 96% of the total number of shares stand dematerialised. With regard to SEBI's requirement of appointment of Common Agency for Share Registry Work, the Company had repeatedly referred the matter to SEBI stating that in its opinion such compliances could result in violation of provisions of the Companies Act, 1956, to which no reply has been received from SEBI.

j) Outstanding GDR/ADR/Warrants or any convertible instruments : Not Applicable.**k) (A) Distribution of Shareholding as on 31st March, 2013 :**

Break-up of Equity shares held	No. of Shareholders	Percentage of Shareholders	No. of Equity shares held	Percentage of Equity shares
1-500	11340	97.29	903069	7.55
501-1000	199	1.70	141657	1.18
1001-2000	45	0.39	62548	0.52
2001-3000	18	0.15	44914	0.37
3001-4000	6	0.05	20486	0.17
4001-5000	8	0.07	35547	0.30
5001-10000	13	0.11	95116	0.80
10001-20000	6	0.05	81056	0.68
20001-30000	2	0.02	58289	0.49
30001-40000	3	0.03	100024	0.84
40001-50000	1	0.01	44225	0.37
50001-100000	2	0.02	145251	1.22
100000 and above	13	0.11	10218622	85.51
Total	11656	100	11950804	100



Annexure 'D' to the Directors' Report (Continued)

(B) Shareholding Pattern as on 31st March, 2013 :

	Category	No. of Shares held	Percentage of Shareholding
A	Promoters' Holding		
	1. Promoters		
	Indian Promoters	4420794	36.99
	Foreign Promoters	4527005	37.88
	2. Persons acting in concert	—	—
	Total (A)	8947799	74.87
B	Non-Promoters' Holding		
	1. Institutional Investors		
	a) Mutual Funds and UTI	42	—
	b) Banks, Financial Institutions, Insurance Companies, (Central/State Government Institutions/Non-Government Institutions)	2135	0.02
	c) FIIs	—	—
	Sub-Total	2177	0.02
	2. Others		
	a) Private Corporate Bodies	112937	0.95
	b) Individuals	2887891	24.16
	Sub-Total	3000828	25.11
	Total (B)	3003005	25.13
	Grand Total (A+B)	11950804	100.00

l) Plant locations : The Company owns seven Tea Estates, in the Sub-districts of Assam, as under:

<u>Tea Estates</u>	<u>Sub-districts</u>
Deohall	Tingri
Hatimara	Tingri
Balijan North	Panitola
Sealkotee	Panitola
Duamara	Doom Dooma
Rupai	Doom Dooma
Tara	Doom Dooma



Warren Tea Limited

Annexure 'D' to the Directors' Report (Continued)

m) Address for Correspondence :

Corporate Office : Suvira House
4B, Hungerford Street,
Kolkata 700 0 17.
Tel No. : 2287 2287
Fax No. : 2289 0302
E-mail ID : investors@warrentea.com

Signatures to Annexures A to D

Kolkata
14th March, 2014

C. K. Dhanuka
Chairman
Vinay K. Goenka
Executive Chairman
S. K. Ghosh
Managing Director



Warren Tea Limited

DECLARATION BY THE CEO ON AFFIRMATION OF COMPLIANCE
WITH THE CODE OF CONDUCT OF THE COMPANY

To the Members of

Warren Tea Limited

Pursuant to Clause 49(I)(D)(ii) of the Listing Agreement with the Stock Exchanges, I hereby declare that all Directors of the Company and Members of the Management Staff (other than those who have retired or resigned from the services of the Company) have affirmed compliance with the Code of Conduct of the Company, for the year ended 31st March, 2013.

Vinay K. Goenka
Executive Chairman



Warren Tea Limited

Annexure 'D' to the Directors' Report (Continued)

Auditors' Certificate regarding compliance of conditions of Corporate Governance

To the Members of

Warren Tea Limited

We have examined the compliance of conditions of Corporate Governance by Warren Tea Limited, for the year ended 31st March, 2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Clause. It is neither an Audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations provided to us we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement; the Chairman of the Audit Committee however could not attend the Annual General Meeting held on 11th March, 2013.

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

Kolkata
14th March, 2014

For B.M.Chatrath & Co.
Chartered Accountants
Firm Registration Number: 301011E
A.Chatrath
Partner
Membership Number 52975



INDEPENDENT AUDITORS' REPORT

To the Members of

Warren Tea Limited

Report on the Financial Statements:

1. We have audited the accompanying financial statements of Warren Tea Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements:

2. The Company's Management is responsible for 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility:

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing 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.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entities internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion:

6. In our opinion and to the best of our information and according to the explanations given to us, the accompanying 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:

Auditors' Report (Continued)

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

- 7. As required by 'the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956 (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 8. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For B.M.Chatrath & Co.
Chartered Accountants
Firm Registration Number: 301011E
A.Chatrath
Partner
Membership Number 52975

Kolkata, 14th March, 2014



Auditors' Report (Continued)

ANNEXURE TO THE AUDITORS' REPORT

[Referred to in paragraph 7 of the Auditors' Report of even date to the members of Warren Tea Limited on the financial statements for the year ended 31st March 2013]

1. In respect of fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets were physically verified during the year by the Management in a phased programme which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed of by the Company during the year.
2. In respect of its inventories:
 - (a) As explained to us, the inventory of the Company (excluding stocks with third parties) has been physically verified during the year by the management. In respect of stock lying with third parties, those have substantially been confirmed by them. In our opinion the frequency of such verification is reasonable.
 - (b) In our opinion, and according to information and explanations given to us, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) In our opinion, and according to information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
3.
 - (a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Act.
In view of the above the clauses (b), (c), (d) of the Paragraph 4(iii) of the said order are not applicable to the Company.
 - (b) The Company has not taken any loans secured or unsecured from Companies, firms, or other parties covered in the Register maintained under section 301 of the Act.
In view of the above the clauses (f) & (g) of paragraph 4(iii) of the Order are not applicable.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to the purchase of inventory, fixed assets and for the sale of the goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.

Auditors' Report (Continued)

5. (a) According to the information and explanations given to us, we are of the opinion that the particulars of all contracts or arrangements referred to in Section 301 that need to be entered in the register maintained under the said section have been so entered.
- (b) None of the transactions made in pursuance of such contracts or arrangements exceeded the value Rs.5 Lakhs in respect of any one such party in the financial year.
6. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
7. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
8. We have broadly reviewed the cost records maintained by the Company relating to Tea pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1) (d) of the Act, and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
9. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has been regular in depositing the undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Income-tax, Sales-tax, Wealth tax, Service tax, Customs duty, Excise duty, Cess and other material statutory dues as applicable, with the appropriate authorities.
- (b) According to the information and explanation given to us and the records of the Company examined by us, the particulars of dues of Income-Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise duty/Cess as at 31st March, 2013 which have not been deposited on account of Dispute are as follows:

Name of the Statute	Nature of Dues	Amount Involved (Rs. in Lacs)	Period to which the amount relates	Forum where Dispute is Pending
Income Tax Act 1961	Income Tax	5.33	1997-98	Commissioner of IncomeTax (Appeals)
		97.48	2002-03	
		22.89	2008-09	
		261.35	2009-10	
		105.98	2010-11	
	Income Tax	3.13 2.06	1987-88 1984-85	Income Tax Appellate Tribunal
Assam Agricultural Income Tax Act, 1939	Agricultural Income Tax	4169.32	1986-87 to 1998-99, 2000-01	Gauhati High Court

**Auditors' Report (Continued)**

Name of the Statute	Nature of Dues	Amount Involved (Rs. in Lacs)	Period to which the amount relates	Forum where Dispute is Pending
Sales Tax Act 1965	Assam General Sales Tax & Central Sales Tax	67.48	1993-94, 1997-98	Deputy Commissioner of Taxes-Assam
	Assam General Sales Tax & Central Sales Tax	5.86	1996-97 to 1997-98, 2004-05 & 2007-08	Commissioner of Taxes-Assam
	Assam General Sales Tax & Central Sales Tax	19.92	2003-04, 1996-97	Gauhati High Court
	Sales Tax	15.62	2007-08	Appellate and Revisionary Board, West Bengal
Assam Land Revenue Reassessment Act, 1936	Land Revenue Tax	28.33	2003-04 to 2007-08	Additional Deputy Commissioner

10. The Company does not have accumulated losses as at 31st March 2013 and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
11. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any banks at the Balance Sheet date. The Company had neither any outstanding debenture nor loan from any financial institution nor has it issued any debenture during the year.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore the provisions of clause 4(xii) of the Order are not applicable to the company.
13. In our opinion, the provisions of any special statute applicable to chit fund/ nidhi / mutual benefit fund/societies are not applicable to the Company. Therefore the provisions of clause 4(xiii) of the Order are not applicable to the company.
14. In our opinion and according to the information and explanations given to us, the Company is not a dealer or trader in shares, securities, debentures and other investments. Therefore the provisions of clause 4(xiv) of the Order are not applicable to the company.



Auditors' Report (Continued)

15. In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions. Accordingly, the provisions of clause (xv) of Paragraph 4 of the Order are not applicable to the Company.
16. The Company has not taken any term loan during the year. Therefore the provisions of clause 4(xvi) of the Order are not applicable to the company.
17. On the basis of an overall examination of the Balance Sheet of the Company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short-term basis which have been used for long-term investment. Therefore the provisions of clause 4(xvii) of the Order are not applicable to the company.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year. Therefore the provisions of clause 4(xviii) of the Order are not applicable to the company.
19. The Company has not issued any debentures and accordingly the question of creation of securities in this regard does not arise. Therefore the provisions of clause 4(xix) of the Order are not applicable to the company.
20. The Company has not raised any money from public issue during the year. Therefore the provisions of clause 4(xx) of the Order are not applicable to the company.
21. During the course of our examination of the books and records of the Company, carried out in accordance with the Generally Accepted Auditing Practices in India, and according to the information and explanations given to us, we have neither come across any instances of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For B.M.Chatrath & Co.
Chartered Accountants
Firm Registration Number: 301011E
A.Chatrath
Partner
Membership Number 52975

Kolkata, 14th March, 2014



Warren Tea Limited

BALANCE SHEET as at 31st March, 2013

	Notes	As at 31st March, 2013 ₹ in Lakhs	As at 31st March, 2012 ₹ in Lakhs
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	1	1195.08	1071.42
Reserves and Surplus	2	7665.78	15479.49
		<u>8860.86</u>	<u>16550.91</u>
Non-current Liabilities			
Deferred Tax Assets-Liabilities (Net)	3	27.87	—
Long-term Provisions	4	2026.47	2755.98
		<u>2054.34</u>	<u>2755.98</u>
Current Liabilities			
Short-term Borrowings	5	—	14.08
Trade Payables (Refer Note No. 24(10))		739.20	1033.03
Other Current Liabilities	6	1116.95	1772.19
Short-term Provisions	7	558.50	435.58
		<u>2414.65</u>	<u>3254.88</u>
		<u>13329.85</u>	<u>22561.77</u>
ASSETS			
Non-current Assets			
Fixed Assets			
Tangible Assets	8	7469.03	14346.30
Intangible Assets	9	4.59	22.86
Capital Work-in-Progress		35.54	61.88
Non-current Investments	10	159.60	319.25
Deferred Tax Assets-Liabilities (Net)	3	—	212.50
Long-term Loans and Advances	11	1253.93	2058.27
		<u>8922.69</u>	<u>17021.06</u>
Current Assets			
Inventories	12	574.63	1140.19
Trade Receivables	13	2765.22	1990.56
Cash and Bank Balances	14	884.31	1876.68
Short-term Loans and Advances	15	148.81	389.99
Other Current Assets	16	34.19	143.29
		<u>4407.16</u>	<u>5540.71</u>
		<u>13329.85</u>	<u>22561.77</u>
Notes to Accounts	24		

The Notes referred to above form an integral part of the Financial Statements.

As per our Report of even date.

B.M. Chatrath & Co.
Firm Registration Number-301011E
Chartered Accountants

A. Chatrath
Partner
Membership Number-52975
Kolkata, 14th March, 2014

S. Roy
President-Legal &
Company Secretary

Vinay K. Goenka
Executive Chairman
S. K. Ghosh
Managing Director



Warren Tea Limited

STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2013

	Notes	Current Year ₹ in Lakhs	Previous Year ₹ in Lakhs
Revenue			
Revenue from Operations	17	11905.66	21274.50
Other Income	18	277.16	292.18
Total Revenue		<u>12182.82</u>	<u>21566.68</u>
Expenses			
Changes in Inventories of Finished Goods	19	40.11	578.80
Employee Benefits Expense	20	6451.99	10943.17
Finance Costs	21	12.90	89.40
Depreciation and Amortisation Expense	22	496.73	954.13
Other Expenses	23	3300.55	8079.32
Total Expenses		<u>10302.28</u>	<u>20644.82</u>
Profit before Tax		1880.54	921.86
Tax Expense			
Current Tax		360.00	625.52
Deferred Tax		147.06	(332.24)
Profit for the Period from Continuing Operations		<u>1373.48</u>	<u>628.58</u>
Loss from Discontinuing Operations		—	47.84
Tax Expense of Discontinuing Operations		—	(15.52)
Loss from Discontinuing Operations (After Tax)		<u>—</u>	<u>32.32</u>
Profit for the Year		<u>1373.48</u>	<u>596.26</u>
Basic and Diluted Earnings per Share of ₹ 10 each (₹)		11.49	5.57
Restated Earnings per Share of ₹ 10 each (₹) (Refer to Note No. 24(16))		11.49	4.99

Notes to Accounts 24

The Notes referred to above form an integral part of the Financial Statements.

As per our Report of even date.

B.M. Chatrath & Co.
Firm Registration Number-301011E
Chartered Accountants
A. Chatrath
Partner
Membership Number-52975
Kolkata, 14th March, 2014

S. Roy
President-Legal &
Company Secretary

Vinay K. Goenka
Executive Chairman
S. K. Ghosh
Managing Director



Warren Tea Limited

Notes to the Financial Statements

As at 31st March, 2013 ₹ in Lakhs	As at 31st March, 2012 ₹ in Lakhs
--	--

Note 1

SHARE CAPITAL

Authorised

2,00,00,000 Equity Shares of ₹ 10/- each	<u>2000.00</u>	<u>2000.00</u>
--	----------------	----------------

Issued, Subscribed and fully Paid-up

1,19,50,804 Equity Shares of ₹ 10/- each (including Bonus Shares — 57,86,601)	<u>1195.08</u>	<u>1071.42</u>
	<u>1195.08</u>	<u>1071.42</u>

	No. of Shares		No. of Shares
Reconciliation of the number of Equity Shares			
Outstanding at the beginning of the year	10714273	1071.42	10714273
Add : Issue of Bonus Shares	<u>1236531</u>	<u>123.66</u>	<u>—</u>
Outstanding at the end of the year	<u>11950804</u>	<u>1195.08</u>	<u>10714273</u>

Shareholders holding more than 5% shares of the Company

Name	No. of Shares	%	No. of Shares	%
Vinay K. Goenka	2004601	16.77	2004601	18.71
C. K. Dhanuka, P. K. Khaitan and D. P. Jindal (Jointly as Escrow Agents)	1416074	11.85	832985	7.77
DPIL Limited	1227120	10.27	1227120	11.45
Ashdene Investments Ltd.	1181505	9.89	—	—
Isis Enterprises Ltd.	1102785	9.23	—	—
Vivek Goenka	738438	6.18	636546	5.94
Maygrove Investments Ltd.	630106	5.27	—	—
Warren Tea Holdings Ltd.	—	—	4527005	42.25

Rights, preferences and restrictions attached to shares

The Company has only one class of shares being Equity Shares having a par value of ₹ 10/- each. All equity shares rank pari passu in all respects including voting rights, entitlement to dividend and repayment of capital.

1014153 Equity Shares of ₹ 10/- each allotted as fully paid-up for consideration otherwise than in cash at par in terms of the Scheme of Arrangement for Amalgamation in Financial Year 2007-08.

1236531 Equity Shares of ₹ 10/- each allotted during the financial year 2012-13 by way of fully paid-up Bonus Shares only to the public shareholders to the exclusion of promoters in the ratio of 7 Equity Shares for every 10 Equity Shares of the Company.



Notes to the Financial Statements

	As at 31st March, 2013 ₹ in Lakhs	As at 31st March, 2012 ₹ in Lakhs
Note 2		
RESERVES AND SURPLUS		
Securities Premium Account		
Balance at the beginning of the year	810.00	810.00
Less : Issue of Bonus Shares	123.66	—
Balance at the end of the year	<u>686.34</u>	<u>810.00</u>
Revaluation Reserve		
Balance at the beginning of the year	3627.43	3627.43
Less : Transferred in terms of Scheme of Arrangement	1747.81	—
Balance at the end of the year	<u>1879.62</u>	<u>3627.43</u>
General Reserve (Free Reserve and for general purpose)		
Balance at the beginning of the year	3892.52	3892.52
Less : Transferred in terms of Scheme of Arrangement	2516.78	—
Balance at the end of the year	<u>1375.74</u>	<u>3892.52</u>
Surplus in Statement of Profit and Loss		
Balance at the beginning of the year	7149.54	6553.28
Less : Transferred in terms of Scheme of Arrangement	4798.94	—
	2350.60	6553.28
Add : Profit for the Year	1373.48	596.26
Balance at the end of the year	<u>3724.08</u>	<u>7149.54</u>
	<u>7665.78</u>	<u>15479.49</u>
Note 3		
DEFERRED TAX ASSETS-LIABILITIES (NET)		
Deferred Tax Liabilities		
Timing difference on account of Depreciation	171.14	363.16
Less : Deferred Tax Assets		
Timing difference on account of :		
Expenses allowable on payment	141.18	573.57
Provision for Doubtful Debts	2.09	2.09
Deferred Tax Liabilities (Net)	<u>27.87</u>	
Deferred Tax Assets (Net)		<u>212.50</u>



Notes to the Financial Statements

	As at 31st March, 2013 ₹ in Lakhs	As at 31st March, 2012 ₹ in Lakhs
Note 4		
LONG-TERM PROVISIONS		
Provision for Employee Benefits	764.82	1528.96
Provision for Taxation (Net) (including Fringe Benefit Tax - ₹10.00)	1261.65	1227.02
	<u>2026.47</u>	<u>2755.98</u>
Note 5		
SHORT-TERM BORROWINGS		
SECURED		
Working Capital Facilities from Banks	—	14.08
[Secured by joint equitable mortgage/charge on the current assets and fixed assets (movable and immovable) ranking pari passu first charge amongst the Banks severally]	<u>—</u>	<u>14.08</u>
Note 6		
OTHER CURRENT LIABILITIES		
Advances from Customers	1.68	3.45
Other Payables -		
Employee Benefits Payable	931.09	1640.82
Retention Money	5.61	12.68
Others (Including Statutory Dues)	178.57	115.24
	<u>1116.95</u>	<u>1772.19</u>
Note 7		
SHORT-TERM PROVISIONS		
Provision for Employee Benefits	496.58	435.58
Provision for Taxation (Net)	61.92	—
	<u>558.50</u>	<u>435.58</u>

Notes to the Financial Statements

PARTICULARS	GROSS BLOCK - AT COST/VALUATION				DEPRECIATION/AMORTISATION				NET BLOCK	
	As at 1st April, 2012	Additions	Disposals/ Adjustments*	As at 31st March, 2013	Upto 1st April, 2012	For the Year	Disposals/ Adjustments*	Upto 31st March, 2013	As at 31st March, 2013	As at 31st March, 2012
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Note 8										
FIXED ASSETS - TANGIBLE										
Land (Freehold)	589.01	—	—	589.01	—	—	—	—	589.01	589.01
Estates and Development (Leasehold)	5283.20	—	2543.90	2739.30	—	—	—	—	2739.30	5283.20
Buildings, Roads and Bridges	14383.68	14.67	6498.63	7899.72	7425.99	332.49	3228.90	4529.58	3370.14	6957.69
Plant and Machinery	5878.25	147.17	3073.48	2951.94	4652.11	95.26	2323.33	2424.04	527.90	1226.14
Airconditioners, Refrigerators and Other Equipments	130.32	1.85	22.45	109.72	87.52	4.99	18.56	73.95	35.77	42.80
Furniture and Fixtures	339.55	0.36	36.66	303.25	255.25	14.51	34.18	235.58	67.67	84.30
Vehicles	919.01	74.10	387.00	606.11	755.85	38.16	327.14	466.87	139.24	163.16
Total	27523.02	238.15	12562.12	15199.05	13176.72	485.41	5932.11	7730.02	7469.03	14346.30
Previous Year	26336.27	1209.60	22.85	27523.02	12261.20	936.25	20.73	13176.72	14346.30	
* Includes Adjustments in terms of Scheme of Arrangement			12527.06				5897.75			

Notes to the Financial Statements

PARTICULARS	GROSS BLOCK - AT COST/VALUATION				DEPRECIATION/AMORTISATION				NET BLOCK	
	As at 1st April, 2012	Additions	Disposals/ Adjustments*	As at 31st March, 2013	Upto 1st April, 2012	For the Year	Disposals/ Adjustments*	Upto 31st March, 2013	As at 31st March, 2013	As at 31st March, 2012
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Note 9										
FIXED ASSETS - INTANGIBLE										
Computer Software	217.15	0.25	66.61	150.79	199.54	10.27	59.41	150.40	0.39	17.61
Tenancy Right	21.00	—	—	21.00	15.75	1.05	—	16.80	4.20	5.25
Total	238.15	0.25	66.61	171.79	215.29	11.32	59.41	167.20	4.59	22.86
Previous Year	338.15	—	100.00	238.15	296.81	18.48	100.00	215.29	22.86	

* Includes Adjustments in terms of Scheme of Arrangement

66.61

59.41



Notes to the Financial Statements

As at
31st March,
2013
₹ in Lakhs

As at
31st March,
2012
₹ in Lakhs

Note 10

NON-CURRENT INVESTMENTS

Long Term-at or under cost

Trade Investments

Unquoted - Equity Instruments

10000	(Previous Year - 20000) Equity Shares of ₹ 10/- each fully paid-up in ABC Tea Workers Welfare Services 10000 Equity Shares transferred in terms of Scheme of Arrangement (Net of Provision for diminution in the value of Investments - ₹ 1.00; Previous Year - ₹ 2.00)	*	*
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Other than Trade Investments

Quoted - Equity Instruments

15150	(Previous Year - 30300) Equity Shares of ₹ 10/- each fully paid-up in Pal Peugeot Limited 15150 Equity Shares transferred in terms of Scheme of Arrangement (Net of Provision for diminution in the value of Investments - ₹ 1.52; Previous Year - ₹ 3.03)	*	*
35	(Previous Year - 69) Equity Shares of ₹ 10/- each fully paid-up in Hindusthan Engineering & Industries Limited 69 Equity Shares were issued by Hindusthan Engineering & Industries Limited (HEIL) in place of previous holding of 6994 shares of Malanpur Steel Ltd (MSL) in terms of the merger of MSL with HEIL. 34 Equity Shares transferred in terms of Scheme of Arrangement (Net of Provision for diminution in the value of Investments - ₹ 0.35; Previous Year - ₹ 0.70)	*	*
225	(Previous Year - 450) Equity Shares of ₹ 5/- each fully paid-up in McLeod Russel India Limited 225 Equity Shares transferred in terms of Scheme of Arrangement	0.05	0.11
864	(Previous Year - 1728) Equity Shares of ₹ 10/- each fully paid-up in Syndicate Bank 864 Equity Shares transferred in terms of Scheme of Arrangement	0.43	0.87

Carried forward	0.48	0.98
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Notes to the Financial Statements

	As at 31st March, 2012 ₹ in Lakhs	As at 31st March, 2011 ₹ in Lakhs
Note 10 (Continued)		
Brought forward	0.48	0.98
Unquoted		
Government Securities		
+ Nil (Previous Year - ₹ 17600/-) 3% Government of India Conversion Loan Transferred in terms of Scheme of Arrangement	—	0.01
Equity Instruments		
167500 (Previous Year - 335000) Equity Shares of ₹ 10/- each fully paid-up in Warren Steels Private Limited	159.12	318.25
167500 Equity Shares transferred in terms of Scheme of Arrangement (Net of Provision for diminution in the value of Investments - ₹ 50.25; Previous Year - ₹ 100.50)		
Nil (Previous Year - 7035) Equity Shares of ₹ 10/- each issued by Woodlands Multispeciality Hospital Limited		
Transferred in terms of Scheme of Arrangement	—	0.01
Debentures and Bonds		
Nil (Previous Year - 145) 5% Ten Year Debentures of ₹ 100/- each fully paid-up of Shillong Club Limited		
Transferred in terms of Scheme of Arrangement	*	*
	<u>159.60</u>	<u>319.25</u>
Notes :		
1 Market Value of Quoted Investments	1.79	3.20
2 Aggregate Book Value of Quoted Investments	0.48	0.98
3 Aggregate Book Value of Unquoted Investments	159.12	318.27
4 Aggregate Provision for diminution in the value of Non-Current Investments	53.12	106.23
+5 Deposited with Excise Authorities		
*6 Amount is below the rounding off norm adopted by the Company.		



Notes to the Financial Statements

	As at 31st March, 2013 ₹ in Lakhs	As at 31st March, 2012 ₹ in Lakhs
Note 11		
LONG-TERM LOANS AND ADVANCES		
(Unsecured - Considered Good)		
Capital Advances	12.31	47.16
Security Deposits	150.09	264.65
Security Deposits with Related Parties (Refer Note No. 24(17))	440.40	442.80
Deposits with Government Authorities and Others	9.43	65.46
Deposits with National Bank for Agriculture and Rural Development	500.02	1000.02
Other Loans and Advances		
Loans and Advances to Employees (Refer Note No. 24(9))	124.67	201.11
Advances to Suppliers, Service Providers, etc.	17.01	37.07
	<u>1253.93</u>	<u>2058.27</u>
Note 12		
INVENTORIES		
(At lower of cost or net realisable value)		
Stock of Tea	152.44	300.77
Stock of Stores and Spares	422.19	839.42
	<u>574.63</u>	<u>1140.19</u>
Note 13		
TRADE RECEIVABLES		
(Unsecured)		
Trade Receivables outstanding for a period exceeding six months from the date due for payment		
Considered Good	3.68	30.14
Considered Doubtful	34.85	34.85
Less: Provision for Doubtful Debts	<u>34.85</u>	<u>34.85</u>
	—	—
Other Trade Receivables		
Considered Good	2761.54	1960.42
	<u>2765.22</u>	<u>1990.56</u>



Notes to the Financial Statements

As at 31st March, 2013 ₹ in Lakhs	As at 31st March, 2012 ₹ in Lakhs
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Note 14

CASH AND BANK BALANCES

Cash and Cash Equivalents		
Balances with Banks		
Current Accounts	175.43	458.87
Deposit Accounts with less than three months maturity	700.00	1387.91
Cash on hand	6.04	4.22
Cash with Garden Kayahs	1.65	0.10
Other Bank Balances		
Deposit Accounts	1.19	1.19
Margin Money Deposit (against Guarantee)	—	24.39
	<u>884.31</u>	<u>1876.68</u>

Note 15

SHORT-TERM LOANS AND ADVANCES

(Unsecured - Considered Good)

Deposits with Government Authorities and Others	1.98	1.69
Loans to Employees (Refer Note No. 24(9))	8.09	12.81
Advance Tax (Net)	—	53.56
Advances to Suppliers, Service Providers, etc.	93.05	230.79
Prepaid Expenses	45.69	91.14
	<u>148.81</u>	<u>389.99</u>

Note 16

OTHER CURRENT ASSETS

(Unsecured - Considered Good)

Interest Accrued on Deposits	34.19	54.07
Subsidy Receivable from Tea Board	—	89.22
	<u>34.19</u>	<u>143.29</u>



Notes to the Financial Statements

Current Year
₹ in Lakhs

Previous Year
₹ in Lakhs

Note 17

REVENUE FROM OPERATIONS

Sale of Products - Tea	11854.90	20927.80
Other Operating Revenues		
Sale of Tea Waste	0.45	22.74
Tea Board Subsidy	31.69	235.19
Sale of Scrap	1.41	3.32
Export Incentive	17.21	85.45
	<u>11905.66</u>	<u>21274.50</u>

Note 18

OTHER INCOME

Interest Income	66.46	130.05
Dividend Income from Long-term Investments	0.09	0.09
Other Non-operating Income		
Profit on Disposal of Fixed Assets (Net)	2.21	3.41
Insurance Claims	23.39	55.25
Miscellaneous Receipts	175.47	56.76
Liabilities no longer required written back	5.08	1.75
Net Gain on Foreign Currency Transactions and Translation	4.46	44.87
	<u>277.16</u>	<u>292.18</u>

Note 19

CHANGES IN INVENTORIES OF FINISHED GOODS

Opening Inventories	192.55	879.57
Less : Closing Inventories	152.44	300.77
	<u>40.11</u>	<u>578.80</u>

Note 20

EMPLOYEE BENEFITS EXPENSE

Salaries and Wages	4916.22	8213.33
Contributions to Provident and Other Funds	830.34	1485.56
Staff Welfare Expenses	705.43	1244.28
	<u>6451.99</u>	<u>10943.17</u>



Notes to the Financial Statements

	Current Year ₹ in Lakhs	Previous Year ₹ in Lakhs
Note 21		
FINANCE COSTS		
Interest Expense	9.29	73.45
Other Borrowing Costs	3.61	15.95
	<u>12.90</u>	<u>89.40</u>
Note 22		
DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation on Tangible Assets	485.41	935.65
Amortisation on Intangible Assets	11.32	18.48
	<u>496.73</u>	<u>954.13</u>
Note 23		
OTHER EXPENSES		
Consumption of Stores and Spare Parts		
Packing Materials	98.06	259.13
Others	923.53	2691.08
Power and Fuel	871.82	1782.78
Rent	28.33	43.29
Repairs to Buildings	29.47	558.13
Repairs to Machinery	20.60	56.87
Insurance	20.62	31.62
Rates and Taxes	164.68	461.51
Tea Board Cess	33.78	72.08
Administrative Overheads	512.16	878.36
Selling		
Freight	355.91	614.31
Insurance	25.70	49.24
Brokerage	31.03	126.64
Commission	55.37	82.53
Warehousing, Shipment and Other Charges	129.49	371.75
	<u>3300.55</u>	<u>8079.32</u>

Notes to the Financial Statements

Note 24

1. Significant Accounting Policies

- (a) The financial statements have been prepared in accordance with the Companies Act, 1956 and the Companies Act, 2013 to the extent applicable and the rules framed thereunder.

All asset 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 revised Schedule VI to the Companies Act, 1956.

- (b) Fixed Assets and Depreciation / Amortisation

Written down value of Fixed Assets (both Tangible and Intangible) represents cost of acquisition/ valuation of such assets after deduction of depreciation (including amortisation) on Straight Line Method at rates indicated in Note 24(4). Rights are carried at cost of acquisition less amortisation, basis of which is indicated in Note 24(4).

Although Tea Plantation is an item of wasting asset, no depreciation is charged on such assets as it is customary in the Tea Industry and also because the Infilling costs of Tea Bushes, Replanting of Tea and other long term developmental expenditure in the plantation areas are charged to Revenue Expenditure upon completion of the composite activities which are allowed by the Indian Taxation Authorities. Thus, no depreciation has been charged on New Planting.

For additions to Assets during the course of the year depreciation/amortisation is being charged on a full year basis. In case of acquisition of any undertaking, depreciation is charged from the effective date of such acquisition.

Assets costing upto ₹ 5000/- each are fully depreciated in the same year.

Compensation received for acquisition of Assets of the Company is accounted for upon acceptance of the Company's claim by the appropriate authorities.

- (c) Impairment of Assets

Loss on account of Impairment of Assets is to be recognised if and when the carrying amount of the Fixed Assets exceeds the recoverable amount i.e. higher of net selling price and value in use.

- (d) Investments

Long term Investments made by the Company have been stated at cost, except in certain cases where these have been brought down upon commercial considerations and in keeping with the applicable Accounting Standard. Current Investments are stated at lower of cost and fair value.

- (e) Inventories

Inventories of Stores, as existing at the year-end, represent weighted average cost of procurements. Obsolete and slow moving inventories are fully depreciated in the Accounts.



Notes to the Financial Statements

Note 24 (Continued)

Unsold but saleable Stock of Tea are valued at weighted average cost of production including attributable charges and levies or net realisable value, whichever is lower.

(f) Sales and Revenue Recognition

Disposal of Company's produce is accounted for as Sales whenever appropriate documents are received even when the proceeds are received after the accounting period.

Items of income including Export Benefits are recognised on accrual and conservative basis.

(g) Government Grants

Government Grants related to specific depreciable fixed asset are deducted from gross values of the related fixed asset in arriving at their book value.

Government Grants related to revenue are recognised in the Accounts on prudent basis.

(h) Foreign Currencies Transactions

Transactions in foreign currency are accounted for at the exchange rates prevailing on the date of transactions. Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are translated at year-end exchange rates.

Gains/Losses arising out of fluctuations in the exchange rates are recognised in the Accounts in the period in which they arise. Differences between the forward exchange rates and the exchange rates at the date of transactions are accounted for as income/expense over the life of the contracts.

(i) Employee Benefits

a) Short Term Employee Benefits

The amount of Short Term Employee Benefits payable in terms of employment for the services rendered by such employees is recognised during the period when the employee renders services.

b) Post Employment Benefits

(i) The Company operates defined Contribution Schemes of Provident Funds and makes regular contributions to Provident Funds which are fully funded and administered by the Trustees/Government and are independent of the Company's finance. Such contributions are recognised in the Accounts on accrual basis. Interest accruing to the Fund administered by the Trustees are credited to respective members' accounts based on the rates stipulated by the Government and shortfall if any, recognised on the basis of actuarial valuation report in this regard, is borne by the Company.

(ii) The Company operates defined benefit Superannuation and Gratuity Schemes administered by the Trustees, which are independent of the Company's finance. Such obligations are recognised in the Accounts on the basis of actuarial valuation applying Projected Unit Credit Method including gains and losses at the year-end.

Notes to the Financial Statements
Note 24 (Continued)

(iii) The Company operates a defined benefit Pension Scheme and Additional Retiral Benefit for certain categories of employees for which obligations are recognised in the Accounts based on actuarial valuation applying Projected Unit Credit Method including gains and losses at the year-end.

c) Other Long Term Employee Benefits

Other Long Term Employee Benefits are recognised in the Accounts based on actuarial valuation applying Projected Unit Credit Method including gains and losses at the year-end.

(j) Expenditure

As is customary in the Tea Industry, maintenance expenditure incurred at Gardens, for which accruing benefits may not be relatable in terms of periods, are charged off to Revenue Expenditure in the year these are incurred.

Operational Borrowing Costs are recognised as Revenue Expenditure in the year in which these are incurred.

(k) Corporate Taxation

Current Tax is determined as the amount of income-tax payable/recoverable in respect of the taxable income for the current period.

Deferred Tax is recognised as the tax effect of timing differences being the differences between taxable income and accounting income that originated in one period and is capable of reversal in one or more subsequent periods.

Deferred Tax Assets are recognised subject to the consideration of prudence only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

(l) Contingent Liabilities

Contingent Liabilities are disclosed when there is a possible obligation which may arise from past events and 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 reliable estimate of the amount cannot be made.

- 2 (a) Pursuant to a Scheme of Arrangement sanctioned by the Hon'ble Gauhati High Court by its Order dated 16th December, 2013, the assets and liabilities of seven of the Company's tea estates were transferred to James Warren Tea Limited (JWTL) with effect from 1st April, 2011; the Scheme became effective from 9th January, 2014 upon completion of requisite formalities. The difference between the assets and liabilities of the seven tea estates comprised in the demerged undertaking as on 1st April, 2011 amounting to ₹ 7016.78 lakhs has been adjusted against Reserves & Surplus in terms of the Scheme.



Notes to the Financial Statements

Note 24 (Continued)

(₹ in Lakhs)

- (b) Pursuant to the Scheme becoming effective JWTL issued 11950804 nos. fully paid-up equity shares of ₹ 10/- each to the Shareholders of the Company appearing as on the record date, 13th February, 2014, in the ratio of one Equity Share for every one Equity Share held by them in the Company.
- 3 Revaluation of all Plantation Assets excluding depreciable Assets was conducted in 2001-02 by approved Valuers appointed by the Company. In evaluating such Assets, the Valuers carried out physical inspection, verification and analysis of plantation areas and valued the same on a conservative basis. The resultant incremental amount of ₹ 1879.62 in respect of seven tea estates of the Company was incorporated in the Accounts as on 31st March, 2002 and credited to the Revaluation Reserve Account.
- 4 Depreciation/Amortisation is provided on Straight Line Method at the following rates:
- | | % |
|--|------|
| Buildings, Roads and Bridges (including Tenancy Right) | 5.0 |
| Plant and Machinery : Computers including Software | 20.0 |
| Others | 7.5 |
| Airconditioners, Refrigerators and Other Equipments | 7.5 |
| Furniture and Fixtures | 7.5 |
| Vehicles | 15.0 |
- 5 Under the Assam Fixation of Ceiling of Land Holding Act, 1956, undeveloped lands, approximately 2145 hectares (Previous Year - 3745 hectares) have been vested in the State Government. Necessary adjustments in respect of land compensation will be made in the accounts on settlement of the same.
- | | Current Year
₹ | Previous Year
₹ |
|---|-------------------|--------------------|
| 6 Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of Advance) | 56.58 | 7.37 |
| 7 Contingent Liabilities | | |
| (a) Claims not acknowledged as debts | 7.50 | 20.50 |
| (b) Bank Guarantees | 24.39 | 124.39 |
| (c) Sales Tax Demands in dispute (under Appeals) | 96.99 | 335.22 |
| (d) Agricultural Income Tax Demands in dispute (under Appeals/pending before Gauhati High Court) | 2687.70 | 2838.72 |
| 8 Unpaid Disputed Statutory Dues in respect of | | |
| (a) Income-tax | | |
| Forum : Commissioner of Income-tax (Appeals) | 493.03 | 121.92 |
| Income-tax Appellate Tribunal | 5.19 | 5.19 |
| For Agricultural Income-tax (Assam) : | | |
| Deputy Commissioner of Taxes (Appeals) | — | 623.63 |
| Gauhati High Court | 4169.32 | 4169.32 |



Notes to the Financial Statements

Note 24 (Continued)

(₹ in Lakhs)

	Current Year ₹	Previous Year ₹
(b) Sales tax		
Forum : Deputy Commissioner of Taxes (Appeals)	67.48	108.57
Commissioner of Taxes	5.86	149.17
Appellate & Revisional Board	15.62	—
Gauhati High Court	19.92	46.79
(c) Land Revenue		
Forum : Additional Deputy Commissioner	28.33	55.60
9 Loans and Advances to Employees include		
(i) Amounts due by a Director of the Company		
(a) On Long-Term	13.84	14.92
(b) On Short-Term	1.08	0.94
(Advanced to an employee since elevated as a Director)		
(ii) Amounts due by an Officer of the Company		
(a) On Long-Term	2.36	—
(b) On Short-Term	0.48	—
10 There are no outstanding dues of micro and small enterprises based on information available with the Company.		
11 Amounts paid/payable to Auditors		
Statutory Auditors		
(a) Audit Fees	8.99	17.98
(b) For Tax Audit	1.12	2.25
(c) For Limited Review & Other Matters	2.25	4.55
(d) Out of Pocket Expenses	0.11	0.30
Cost Auditors	1.40	1.40
12 Consumption of Stores and Spares		
All Indigenous only	1021.59	2950.21
	(100 %)	(100 %)
13 Earnings in Foreign Exchange		
Exports on F.O.B. basis	363.39	1035.92
14 Expenditure in Foreign Currency		
(a) Commission to Selling Agent, Subscription and Other Charges	0.90	12.46
(b) Pension	3.90	6.01
(c) Travelling	2.76	3.16



Notes to the Financial Statements

Note 24 (Continued)

(₹ in Lakhs)

15 Post Employment Defined Benefit Plans

The Company operates defined Benefit Schemes like Gratuity, Superannuation, Pension and Additional Retiral Benefit Plans based on current salaries in accordance with the Rules of the Funds/Plans.

In terms of Accounting Policies enumerated in Note 24 the following Table sets forth the particulars in respect of Defined Benefit Plans of the Company for the year ended 31st March, 2013 arising out of actuarial valuations:

A) Funded and Unfunded Plans

I. Reconciliation of opening and closing balances of the present value of the Defined Benefit Obligation

	Funded Plans				Unfunded Plans			
	Gratuity		Superannuation		Pension		Additional Retiral Benefit	
	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12
Present Value of Obligation at the beginning of the year	1462.06	2335.77	510.87	679.11	823.89	1379.30	52.09	57.28
Current Service Cost	85.26	140.86	40.87	66.26	63.09	83.40	3.01	4.20
Past Service Cost	—	—	—	—	—	—	—	—
Interest Cost	111.82	186.09	52.38	56.97	65.07	115.76	4.14	4.60
Actuarial (Gains)/Losses	208.13	363.65	7.59	8.31	(54.50)	(57.72)	(1.59)	18.68
Benefits paid	(133.82)	(292.87)	—	(19.40)	(21.82)	(34.87)	—	(6.40)
Present Value of Obligation at the end of the year	<u>1733.45</u>	<u>2733.50</u>	<u>611.71</u>	<u>791.25</u>	<u>875.73</u>	<u>1485.87</u>	<u>57.65</u>	<u>78.36</u>

II. Reconciliation of opening and closing balances of the fair value of Plan Assets

Fair value of Plan Assets at the beginning of the year	1288.65	2184.86	536.28	747.44
Expected Return on Plan Asset	103.09	174.79	42.90	59.80
Actuarial Gains/(Losses)	44.39	(32.41)	(3.19)	0.62
Contributions	173.41	374.92	29.05	42.15
Benefits paid	(133.82)	(292.87)	—	(19.40)
Fair value of Plan Assets at the end of the year	<u>1475.72</u>	<u>2409.29</u>	<u>605.04</u>	<u>830.61</u>

III. Reconciliation of the present value of the Defined Benefit Obligation and the fair value of Plan Assets

Present Value of the Obligation at the end of the year	1733.45	2733.50	611.71	791.25	875.73	1485.87	57.65	78.36
Fair value of Plan Assets at the end of the year	1475.72	2409.29	605.04	830.61	—	—	—	—
(Asset)/Liabilities recognised in the Balance Sheet	<u>257.73</u>	<u>324.21</u>	<u>6.67</u>	<u>(39.36)</u>	<u>875.73</u>	<u>1485.87</u>	<u>57.65</u>	<u>78.36</u>



Notes to the Financial Statements

Note 24 (Continued)

(₹ in Lakhs)

	Funded Plans				Unfunded Plans			
	Gratuity		Superannuation		Pension		Additional Retiral Benefit	
	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12
IV. Expenses recognised in the Profit and Loss Account								
Current Service Cost	85.26	140.86	40.87	66.26	63.09	83.40	3.01	4.20
Past Service Cost	—	—	—	—	—	—	—	—
Interest Cost	111.82	186.09	52.38	56.97	65.07	115.76	4.14	4.60
Expected Return on Plan Asset	(103.09)	(174.79)	(42.90)	(59.80)	—	—	—	—
Actuarial (Gains)/Losses	163.74	396.06	10.78	7.69	(54.50)	(57.72)	(1.59)	18.68
Total Expenses Recognised and Disclosed under Contributions to Provident, Gratuity and Other Funds (For Funded Plans) and to Staff Welfare Expenses (For Unfunded Plans) in Note 20	257.73	548.22	61.13	71.12	73.66	141.44	5.56	27.48
V. Category of Plan Assets								
Fund with Insurance Companies	487.16	844.00	128.87	182.59				
Central Government Securities	201.78	351.67	66.14	101.83				
State Government Securities	114.70	209.57	90.99	127.16				
Bond/Term Deposits	511.95	774.98	243.65	309.37				
Special Deposits	109.60	195.77	54.02	83.32				
Others (incl. Bank Balances)	50.53	33.30	21.37	26.34				
	1475.72	2409.29	605.04	830.61				
VI. Actual Return on Plan Assets								
	147.48	142.38	39.71	60.42				

B) Principal Actuarial Assumptions of funded and unfunded Plans, as applicable

	2012-13	2011-12
	%	%
Discount Rate	8.00	8.50
Salary Escalation	5.00	5.00
Inflation Rate	5.00	5.00
Expected Return on Asset	8.00	8.00

Actuarial valuation considered estimates of future salary increases taking into account inflation and other relevant factors.



Notes to the Financial Statements

Note 24 (Continued)

(₹ in Lakhs)

C) Other Disclosure :	2012-13	2011-12	2010-11	2009-10	2008-09
I. Funded Plans					
Gratuity Fund					
Present Value of the Obligation at the end of the year	1733.45	2733.50	2335.77	2011.46	1712.43
Fair value of Plan Assets at the end of the year	1475.72	2409.29	2184.86	2133.12	1678.11
(Surplus)/Deficit at the end of the year	257.73	324.21	150.91	(121.66)	34.32
Experience Adjustments on Obligation - [(Gain)/Loss]	230.61	158.21	320.25	0.66	(69.88)
Experience Adjustments on Plan Assets - [Gain/(Loss)]	(19.84)	(2.72)	60.04	61.04	16.26
Superannuation Fund					
Present Value of the Obligation at the end of the year	611.71	791.25	679.11	626.64	546.17
Fair value of Plan Assets at the end of the year	605.04	830.61	747.44	687.49	591.11
(Surplus)/Deficit at the end of the year	6.67	(39.36)	(68.33)	(60.85)	(44.94)
Experience Adjustments on Obligation - [(Gain)/Loss]	104.47	(50.42)	19.78	(22.45)	(72.48)
Experience Adjustments on Plan Assets - [Gain/(Loss)]	0.50	0.70	7.63	(49.72)	7.35
II. Unfunded Plans					
Pension					
Present Value of the Obligation at the end of the year	875.73	1485.87	1379.30	1283.03	1178.29
(Surplus)/Deficit at the end of the year	875.73	1485.87	1379.30	1283.03	1178.29
Experience Adjustments on Obligation - [(Gain)/Loss]	(34.02)	(50.32)	(20.66)	(29.85)	9.90
Additional Retiral Benefit					
Present Value of the Obligation at the end of the year	57.65	78.36	57.28	45.57	—
(Surplus)/Deficit at the end of the year	57.65	78.36	57.28	45.57	—
Experience Adjustments on Obligation - [(Gain)/Loss]	13.74	0.36	52.71	41.93	—

Post Employment Contribution Plan

During the year an aggregate amount of ₹ 511.10 (Previous Year - ₹ 757.34) has been recognised as expenditure towards Provident Fund, defined contribution plan of the Company.



Notes to the Financial Statements

Note 24 (Continued)

(₹ in Lakhs)

16 Basic and Diluted Earnings Per Share	Current Year	Previous Year
Number of Equity Shares at the beginning of the year	10714273	10714273
Number of Equity Shares at the end of the year (including Bonus Shares issued during the year)	11950804	10714273
Weighted average number of Equity Shares outstanding during the year	11950804	10714273
Face value of each Equity Share (₹)	10	10
Profit after tax available for distribution to the Equity Shareholders	1373.48	596.26
Basic and Diluted Earnings per Share (₹)	11.49	5.57
Restated Earnings per Share (₹)	11.49	4.99
Dilutive Potential Equity Shares	Not Applicable	Not Applicable
17 Related Party Disclosures		
(i) Names and Relationship		
Relationship	Name	
Significant Influence by Key Management Personnel	Warren Industrial Limited DPIL Limited Sectra Plaza Private Limited Suvira Properties Private Limited Warren Steels Private Limited	
Key Management Personnel	Mr. Vinay K. Goenka (Executive Chairman) Mr. S. K. Ghosh (Managing Director) Mr. Ravi Kidwai (Joint Managing Director — Resigned with effect from 30.11.2012)	
Relative of a Key Management Personnel	Mr. Vivek Goenka	
(ii) Particulars of Transactions and year-end balances		
Names and Relationship	Current Year ₹	Previous Year ₹
Significant Influence by Key Management Personnel		
Receiving of Services		
Warren Industrial Limited	2.59	6.84
Suvira Properties Private Limited	—	2.12
Sectra Plaza Private Limited	7.28	7.28
	<u>9.87</u>	<u>16.24</u>
Rendering of Services		
Warren Steels Private Limited	—	1.05
DPIL Limited	0.12	0.12
Other Bodies Corporate	0.11	0.11
	<u>0.23</u>	<u>1.28</u>



Notes to the Financial Statements

Note 24 (Continued)

(₹ in Lakhs)

	Current Year ₹	Previous Year ₹
Key Management Personnel & Relative		
Directors' Remuneration		
Mr. Vinay K. Goenka	79.81	56.61
Mr. S. K. Ghosh	60.46	53.36
Mr. Ravi Kidwai	—	3.39
	<u>140.27</u>	<u>113.36</u>
Remuneration		
Mr. Vivek Goenka	15.95	14.75
Balance at the year-end		
Significant Influence by Key Management Personnel		
Investments		
Warren Steels Private Limited	159.12	318.25
Security Deposit		
Sectra Plaza Private Limited	440.40	442.80
Current Liabilities		
Warren Industrial Limited	0.49	0.28
Key Management Personnel		
Current Liabilities		
Mr. Vinay K. Goenka	22.10	—
Mr. S. K. Ghosh	15.60	13.20
Mr. Ravi Kidwai	—	2.34
Advances		
Mr. S. K. Ghosh	14.92	15.86

18 Segment Reporting

- (i) The Company is engaged in the integrated process of growing, harvesting and sale of Black Tea only and hence no Primary Segment Reporting is considered under Business Segment during the year.
- (ii) Geographical Segments have been considered for disclosure as the Secondary Reporting Segment based on sales in domestic markets and exports.

Notes to the Financial Statements
Note 24 (Continued)

(₹ in Lakhs)

(iii) Information relating to Primary Segment information in respect of its Tea and Travel Division of previous year only is detailed hereinbelow; Travel Division of the Company was closed with effect from 31st March, 2012.

	Tea	Travels (Discontinuing Operations)	Total
Segment Revenue-External Sales	[20927.80]	[63.43]	[20991.23]
Segment Results	[864.42]	[(47.84)]	[816.78]
Unallocated Corporate Income / (Expenses) - Net			[130.69]
Interest Expenses			[(73.45)]
Corporate Taxation			[(277.76)]
Profit after Taxation			[596.26]
Segment Assets	[19004.20]	[61.18]	[19065.38]
Unallocated Corporate Assets			[3469.39]
Total Assets			[22561.77]
Segment Liabilities	[4730.75]	[39.01]	[4769.76]
Loan Funds			[14.08]
Unallocated Corporate Liabilities			[1227.02]
Total Liabilities			[6010.86]
Capital Expenditure	[1193.84]	[0.13]	[1193.97]
Depreciation and Amortisation	[954.13]	[0.60]	[954.73]

(iv) Secondary Segment Information

	Domestic	Export	Total
Segment Revenue - External Sales	11480.35 [19991.00]	374.55 [1000.23]	11854.90 [20991.23]
Segment Assets	11493.75 [19065.38]	— —	11493.75 [19065.38]
Capital Expenditure	227.64 [1193.97]	— —	227.64 [1193.97]

Figures of Previous Year are indicated in Italics within brackets "[]"



Warren Tea Limited

Notes to the Financial Statements

Note 24 (Continued)

(₹ in Lakhs)

- 19 Previous year's figures include operations of seven tea estates comprised in the demerged undertaking and hence are not comparable to current year's figures and have been regrouped or rearranged, wherever necessary.

Signatures to Note Nos. 1 to 24

B.M. Chatrath & Co.
Firm Registration Number-301011E
Chartered Accountants
A. Chatrath
Partner
Membership Number-52975
Kolkata, 14th March, 2014

S. Roy
President-Legal &
Company Secretary

Vinay K. Goenka
Executive Chairman
S. K. Ghosh
Managing Director



CASH FLOW STATEMENT
for the year ended 31st March, 2013

	Current Year ₹ in Lakhs	Previous Year ₹ in Lakhs		
	Tea	Tea	Travels (Discontinuing Operations)	Total
A. Cash Flow from operating activities				
Profit / (Loss) before Taxation	1880.54	921.86	(47.84)	874.02
Adjustments for				
Depreciation and Amortisation	496.73	954.13	0.60	954.73
Finance Costs	12.90	89.40	—	89.40
Income from Interest and Dividends	(66.55)	(130.14)	—	(130.14)
Provisions no longer required written back	(5.08)	(1.75)	—	(1.75)
(Profit) on Disposal of Fixed Assets (Net)	(2.21)	(3.41)	—	(3.41)
Operating Profit before working capital changes	2316.33	1830.09	(47.24)	1782.85
Adjustments for changes in				
Trade and Other Receivables	(1788.76)	(1701.26)	59.80	(1641.46)
Inventories	29.58	385.93	—	385.93
Trade Payables and Other Liabilities	483.00	634.76	15.04	649.80
Adjustments for Transfer of Assets & Liabilities as per Scheme of Arrangement	(1601.27)	—	—	—
Cash generated from operations	(561.12)	1149.52	27.60	1177.12
Direct Taxes Paid	(239.35)	(1339.04)	—	(1339.04)
Net Cash from operating activities (A)	(800.47)	(189.52)	27.60	(161.92)
B. Cash Flow from investing activities				
Purchase of Fixed Assets	(227.64)	(1193.84)	(0.13)	(1193.97)
Sale of Fixed Assets	2.91	3.83	—	3.83
Capital Subsidy Received	—	1.70	—	1.70
Interest and Dividend Received	59.46	125.17	—	125.17
Net Cash from / (used) in investing activities (B)	(165.27)	(1063.14)	(0.13)	(1063.27)



CASH FLOW STATEMENT (Continued)

	Current Year ₹ in Lakhs	Previous Year ₹ in Lakhs		
	Tea	Tea	Travels (Discontinuing Operations)	Total
C. Cash Flow from financing activities				
Repayment of Current Maturity of Long-Term Debt	—	(125.00)	—	(125.00)
Repayment of Short Term Borrowings	(13.73)	(1068.58)	—	(1068.58)
Finance Costs Paid	(12.90)	(93.85)	—	(93.85)
Net Cash from / (used) in financing activities (C)	(26.63)	(1287.43)	—	(1287.43)
Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)	(992.37)	(2540.09)	27.47	(2512.62)
Cash and Bank Balances				
Opening Balance				
Cash and Bank Balances [Note 14]	1876.68	4366.36	22.94	4389.30
Closing Balance				
Cash and Bank Balances [Note 14]	884.31	1826.27	50.41	1876.68

1. The above Cash Flow Statement has been prepared under the Indirect Method as set out in the Accounting Standard-3 on Cash Flow Statement prescribed under the Companies Act, 1956.
2. The Notes referred to above form an integral part of the Cash Flow Statement.
3. Closing Cash and Bank Balances include Deposits of Nil (Previous Year ₹ 24.39) as Margin against Guarantee.
4. Previous year's figures include operations of seven tea estates comprised in the demerged undertaking and hence are not comparable to current year's figures and have been regrouped or rearranged, wherever necessary.

As per our Report of even date.

B.M. Chatrath & Co.
Firm Registration Number-301011E
Chartered Accountants
A. Chatrath
Partner
Membership Number-52975
Kolkata, 14th March, 2014

S. Roy
President-Legal &
Company Secretary

Vinay K. Goenka
Executive Chairman
S. K. Ghosh
Managing Director

Statistical Information

GARDENS	Mature Tea Area (Hectares)		Own Production (Kgs. in 000's)		Own Production (Kgs./ Hectare)	
	As on 31.03.13	31.03.12	2012/13	2011/12	2012/13	2011/12
Deohall	434.56	443.04	793	937	1825	2115
Hatimara	257.30	261.30	461	573	1792	2193
Balijan North	713.45	729.88	1169	1350	1639	1850
Sealkotee	407.10	416.00	639	655	1570	1575
Duamara	555.36	555.36	1072	1205	1930	2170
Rupai	709.04	717.65	985	1264	1389	1761
Tara	795.19	795.19	1479	1761	1860	2215
<i>Company</i>	<u>3872.00</u>	<u>3918.42</u>	<u>6598</u>	<u>7745</u>	<u>1704</u>	<u>1977</u>

PLEASE CUT FROM THIS LINE



Warren Tea Limited

Registered Office : Deohall Tea Estate
P.O. Hoogrijan, Dist. Tinsukia, Assam 786 601

PROXY

I/ We _____

of _____

being a Member/ Members of Warren Tea Limited hereby

appoint _____

of _____

or failing him/her _____

of _____

or failing him/her _____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the
Thirty-sixth Annual General Meeting of the Company to be held on Monday,
the 28th April, 2014 and at any adjournment thereof.

As witness my hand/ our hands this _____ day of _____ 2014

Signature by the said _____

FOLIO NO. _____

DP ID. /Client ID. _____

Revenue
Stamp

NOTE : The proxy must be deposited at the Registered Office of the
Company not less than 48 hours before the time for holding
the Meeting.



Warren Tea Limited

Registered Office: Deohall Tea Estate, P.O. Hoogrijan
Dist. Tinsukia, Assam - 786 601

NOTICE FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM ONLY

Dear Shareholder(s)

Following the Green initiative in Corporate Governance by the Ministry of Corporate Affairs and for surer and faster dissemination of information to the Shareholders, the Company proposes to send various communications to the Shareholders electronically. For the purpose, we require your email id, for which we would request you to kindly fill up the tear off portion below and send it duly signed, to the Secretarial Department, Warren Tea Limited, 4B Hungerford Street, Kolkata 700 017 or by e-mail to investors@warrentea.com.

Suvira House
4B Hungerford Street
Kolkata 700017
Dated : 14th March, 2014

For Warren Tea Limited
Siddhartha Roy
President-Legal &
Company Secretary

----- Tear off -----

Name (s) :

Address :

Folio No. :

PAN :

Email id :

Signature (s) :
(As recorded with
the Company)



Warren Tea Limited

FORM A

Covering letter of the annual audit report to be filed with the Stock Exchanges

1.	Name of the Company:	Warren Tea Limited
2.	Annual financial statements for the year ended	31 st March 2013
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A.
5.	<p>To be signed by-</p> <ul style="list-style-type: none">• Mr S K Ghosh, Managing Director• Mr S K Mukhopadhyay, CFO• Auditor of the Company : <p>Refer our Audit Report dated 14th March, 2014 For M/s B M Chatrath & Co. Firm Registration Number:301011E Chartered Accountants</p> <p>A. Chatrath Partner Membership Number 052975</p> <ul style="list-style-type: none">• Audit Committee Chairman: Mr S Bhoopal	<p><i>[Signature]</i></p> <p><i>[Signature]</i></p> <p><i>[Signature]</i></p>

Kolkata, 31st March, 2014