

## BOARD OF DIRECTORS

**Executive Chairman**

Vinay K. Goenka

**Managing Director**

S. K. Ghosh

**Directors**

S. Bhoopal

N. Dutta

L. Halwasiya

Mrs. A. K. Bindra

Mrs. S. Barman

**President-Legal  
& Company Secretary**

Siddhartha Roy

**Chief Financial Officer**

S. K. Mukhopadhyay

**AUDITORS**

B M Chatrath & Co LLP

**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  
Tel : +91 95310 45098

**CORPORATE OFFICE**

Suvira House  
4B, Hungerford Street  
Kolkata 700 017  
Tel : 033 2287 2287

Web: [www.warrentea.com](http://www.warrentea.com) E-mail: [corporate@warrentea.com](mailto:corporate@warrentea.com)

CIN : L01132AS1977PLC001706

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## Notice

NOTICE is hereby given that the Forty-second Annual General Meeting of Warren Tea Limited will be held at the G S R Memorial Complex at Deohall Tea Estate, P O Hoogrija, Dist.- Tinsukia, Assam 786 601 on Wednesday 11th September, 2019 at 10.00 am for the following purposes:

### ORDINARY BUSINESS

1. To consider and adopt the Standalone Financial Statements and Consolidated Financial Statements for the year ended 31st March, 2019 and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr Subhajit Kumar Ghosh (DIN 00042335), who retires by rotation and being eligible, offer himself for reappointment.
3. To reappoint Messrs B M Chatrath & Co LLP, Chartered Accountants as Statutory Auditors to hold office till the conclusion of Forty-fourth Annual General Meeting of the Company and to fix their remuneration.

### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

4. "RESOLVED THAT the Company hereby approves the reappointment and remuneration payable to Mr Vinay Kumar Goenka (DIN 00043124) as Executive Chairman of the Company for a period of two years from 1st April, 2019 on the terms and conditions set out in the Agreement, as approved by the Nomination and 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 and that such remuneration be paid to Mr Goenka as minimum remuneration notwithstanding that the same being in excess of the limits provided in Section 197 or Schedule V of the Companies Act, 2013."

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

5. "RESOLVED THAT approval be and is hereby accorded for payment of remuneration of ₹ 1,00,000 (Rupees One Lakh only) together with reimbursement of applicable taxes and out of pocket expenses, if any, to M/s Shome & Banerjee, Cost Accountants (FRN 000001) for audit of the cost records of the Company for the financial year 2019-20."

Suvira House  
4B, Hungerford Street  
Kolkata 700017  
30th May, 2019

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

**Notice (Continued)**

**Notes :**

1. The Members may exercise their rights to vote on the Resolutions contained in the Notice by electronic means for which necessary facility has been provided and the instructions therefor are attached.
2. In terms of Section 105(2) of the Companies Act, 2013 intimation is hereby given that a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the 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.

3. Relevant details in respect of Item No. 2 of the Notice pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 are given hereinafter; particulars relating to Item No.3 of the Notice pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and details in respect of Item Nos. 4 and 5 of the Notice are included in the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 given hereinafter.
4. The Register of Members and Share Transfer Books will remain closed from 5th September, 2019 to 11th September, 2019 (both days inclusive) for the purpose of the Annual General Meeting.
5. Pursuant to Section 136 of the Companies Act, 2013, printed abridged financial statements are being sent to the Members. Members requiring a copy of the full Annual Report may write to the Company's Registrar and Share Transfer Agent.
6. 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. CB Management Services (P) Limited having their office at P-22 Bondel Road, Kolkata 700 019 are the Registrar and Share Transfer Agent of the Company.
7. Members are requested to intimate their e-mail Id in the attached form.
8. Members holding shares in physical form are requested to:
  - a. notify any change in their addresses and communicate on all matters pertaining to their shareholdings with the Company's Registrar and Share Transfer Agent at Kolkata, quoting their respective Ledger Folio Numbers;
  - b. note that as per provisions of the Companies Act, 2013 facility for making nominations is available for Members in respect of Equity Shares held by them;
  - c. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN/Bank Account particulars to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN/Bank Account particulars details to the Company/RTA.

**Notice (Continued)**

9. 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. Members who have not encashed their dividend warrants in respect of the said period are requested to prefer their claims to the Registrar of Companies, North Eastern Region, at Morello Building, Shillong 793 001, Meghalaya. In case any assistance is required, Members are requested to write to the Company's Registrar and Share Transfer Agent.
- ii. Pursuant to Section 205A of the Companies Act, 1956 dividends declared from 1994-95 upto 2002-03 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 said Act.

**DETAILS OF DIRECTOR RETIRING BY ROTATION AND SEEKING REAPPOINTMENT**

[In pursuance of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director : Mr Subhajit Kumar Ghosh (DIN 00042335)

**Brief Resumé:**

Mr Ghosh is a fellow Member of the Institute of Chartered Accountants of India and a Member of the Institute of Internal Auditors, U.S.A. He has been working in the tea industry for the last 43 years and has considerable exposure to that industry.

**Expertise in specific Functional Areas:**

Accounts, Finance, Audit and Taxation and various other operational and administrative areas.

**Directorships and Committee Memberships of other companies:**

NIL

**Shareholding in the Company:**

Mr Ghosh holds 1 equity share of ₹ 10 in the Company.

**Relationship with other Directors :**

Mr Ghosh is not related to any Director of the Company.

**EXPLANATORY STATEMENT  
(Pursuant to Section 102 of the Companies Act, 2013)****Item No. 3**

Messrs B M Chatrath & Co LLP had been appointed as Statutory Auditors of the Company at the 37th Annual General Meeting held on 10th September, 2014 to hold office till the conclusion of the 42nd Annual General Meeting prior to which they had been Statutory Auditors of the Company for three consecutive years in respect of the financial years 2011-12 to 2013-14.

**Notice (Continued)**

In terms of the relevant provisions of the Companies Act, 2013 ('the Act') and the Rules framed thereunder Messrs B M Chatrath & Co LLP may be reappointed as Statutory Auditors for a maximum of two more years and being eligible have offered themselves for reappointment.

Messrs B M Chatrath & Co LLP have given their consent to be reappointed as Statutory Auditors of the Company and have confirmed that the said reappointment, if made, will be in accordance with Section 141 of the Act and the relevant Rules framed thereunder.

Messrs B M Chatrath & Co LLP is a highly reputed firm of Chartered Accountants of more than fifty years, providing audit, assurance and other services to reputed private and public sector companies including banks and have also been associated with the tea industry over several decades. The Audit Committee has recommended their reappointment to hold office till the conclusion of the 44th Annual General Meeting at a remuneration of ₹ 9 Lakhs per annum for Statutory Audit (including for Consolidated Financial Statements) together with reimbursement of GST and out of pocket expenses.

The Board of Directors of the Company ('the Board') considers that such reappointment of Messrs B M Chatrath & Co LLP would be beneficial for the Company. The Resolution set out in Item No.3 of the Convening Notice is to be considered accordingly and the Board recommends its acceptance.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in Item No. 3 of the Convening Notice.

**Item No. 4**

Mr Vinay K Goenka (Mr Goenka) (DIN 00043124) had been reappointed as Chairman for a period of 3 years with effect from 1st April, 2016 (approved by the shareholders at the Annual General Meeting held on 1st August, 2016), which term of office expired on 31st March, 2019. The Board at its Meetings held on 28th March, 2019 and 30th May, 2019 reappointed Mr Goenka as Executive Chairman of the Company for a period of 2 years with effect from 1st April, 2019, 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 V to the Act. The remuneration payable to Mr Goenka for such period of reappointment has been approved by the Nomination and Remuneration Committee at its Meetings held on 20th March, 2019 and 30th May, 2019.

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

- A. Salary:  
₹ 3,85,000 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 as may be decided by the Board from time to time.
- 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,

**Notice (Continued)**

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 Section 197 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 as minimum remuneration subject to necessary approvals, wherever so required.

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.

The reappointment 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 V to the Act and the remuneration payable also requires the approval of the Company in General Meeting under Section 197 of the Act.

The reappointment of Mr Goenka on the terms proposed satisfies the conditions laid down in Parts I, II and Clause 1 of Part III of Schedule V to the Act.

**Brief Resumé:**

**The information required to be furnished pursuant to Section II of Part II to the said Schedule V of the Act, Secretarial Standard on General Meetings and Regulation 36 (3) of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 is set out hereinafter :**

**I. General Information :**

- (1) Nature of industry:  
Plantation, manufacture and sale of Tea.
- (2) Date or expected date of commencement of commercial production:  
Warren's operations in tea plantation dates back to 1850. Since 1977 Warren Tea Limited has been selling tea in India and abroad.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:  
Not applicable.
- (4) Financial performance based on given indicators:  
Financial performance (audited) over the last three financial years is set out as under:-

**Notice (Continued)**

(₹ in Lakhs)

<u>Year ended</u>	<u>31st March, 2017</u>	<u>31st March, 2018</u>	<u>31st March, 2019</u>
Gross Revenue	11 155.36	12 037.54	11 951.06
Profit/(Loss) before tax	(2 370.27)	(1 077.90)	(2 377.48)
Profit/(Loss) after tax	(1 628.26)	(789.24)	(1 592.03)
Total Comprehensive Income	(1 760.17)	(4 14.60)	(1 218.07)

(5) Foreign investments or collaborations, if any:

As on 31st March, 2019 foreign investment was 131330 equity shares of ₹ 10 each in the Company.

**II. Information about the appointee:**
**(1) Background Details/Brief Resumé:**

Name of Director	Mr Vinay Kumar Goenka
Date of Birth/Age (Years)	5th July, 1958 (61)
Date of Appointment as Director	4th April, 1983
Qualification	BSc (Botany)
Expertise and experience in specific functional areas	Mr Goenka has more than four decades of business experience in areas including Plantation, Manufacturing, Marketing and Export of Tea and has held several important positions.
Shareholding in the Company	Mr Goenka holds 3601229 Equity Shares of ₹ 10 each in the Company.
No. of Board Meetings Attended	Mr Goenka had attended six Meetings of the Board.
Other Directorship, Membership/Chairmanship of Committees	Mr Goenka is not a Director or a Committee Member of any other company.
Relationship with other Directors and Key Managerial Personnel	Mr Goenka is not related to any other Director or Key Managerial Personnel of the Company.

**(2) Past remuneration :**

2016-17	₹ 3,35,000 per month
2017-18	₹ 3,60,000 per month
2018-19	₹ 3,85,000 per month

**(3) Recognition or Awards :**

- Honorary Consul of Ecuador in Kolkata.
- Represented Government of India as a Member of Trade Delegation to Pakistan.



**Notice (Continued)**

- c) Represented Government of India as a Member of Tea Trade Delegation to FAO (United Nations).
- d) Nominated by the Government of India as Member of Expert Group of Commodities Board of FAO (United Nations).
- (4) Job profile and his suitability:

Mr Goenka has more than four decades of experience in tea industry and has held several important positions as Chairman of the Consultative Committee of Plantation Association, Indian Tea Association and Darjeeling Planters Association, Chairman & Director of Indian Institute of Plantation Management and Vice Chairman of the Tea Board of India.
- (5) Remuneration :

As disclosed in the Explanatory Statement in the principal terms and conditions of Mr Goenka's reappointment.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) :

The remuneration as proposed is comparable with that of other companies of similar size.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any :

Other than remuneration receivable as Executive Chairman Mr Goenka is not entitled to receive any other payment from the Company other than dividend, if any, payable to Members. Mr Goenka is not related to any other Director of the Company.

**III. Other information:**

- (1) Reason of loss or inadequate profits:

Vagaries of weather predominantly as a result of global climatic changes as well as infestation of pests have affected the volume of tea produced which along with increase in costs, mainly of wages, have affected the Company's profitability.
- (2) Steps taken or proposed to be taken for improvement:

In response to the need of the day, the Company has adopted appropriate agricultural practices and also adapting them to situational demands with a view to increasing production and thereby supporting a positive price trajectory.
- (3) Expected increase in productivity and profits in measurable terms:

Though weather conditions can never be predicted with certainty but with agricultural practices adapted to meet the environmental changes, the target crop for the current year is 7.78 Million Kgs. Marketing efforts have also been stepped up and it is expected to obtain improved unit price realizations in the current year which would by and large contain unit cost.

**Notice (Continued)**

A copy of the draft Agreement referred to in the Special Resolution set out in Item No. 4 of the Convening Notice will be available for inspection by the Members of the Company at its Registered Office and Corporate Office on any working day prior to the date of the Meeting between 2.00 p.m. and 4.00 p.m. and will also be available at the Meeting.

The Special Resolution set out in Item No.4 of the Convening Notice has to be considered accordingly and the Board recommends its acceptance.

Except Mr Goenka being the appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the Special Resolution set out at Item No. 4 of the Convening Notice.

**Item No. 5**

Pursuant to Section 148(3) of the Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, the Board at their Meeting held on 30th May, 2019, based on the recommendations of the Audit Committee, approved the appointment of M/s Shome & Banerjee, Cost Accountants (FRN 000001) as Cost Auditors of the Company for the financial year 2019-20 at a fee of ₹ 1,00,000 together with reimbursement of applicable taxes and out of pocket expenses, if any, for conducting the audit of the cost records of the Company. In accordance with the said provision the remuneration payable to the Cost Auditors has to be approved by the Members.

The Resolution set out in Item No. 5 of the Convening Notice is to be considered accordingly and the Board recommends its acceptance.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No.5 of the Convening Notice.

Suvira House  
4B, Hungerford Street  
Kolkata 700017  
30th May, 2019

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

**Notice** (Continued)**INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS**

- 1) In compliance with the provisions of the Companies Act, 2013 and the Rules framed thereunder the Company is pleased to provide the Members facility of voting by electronic means in respect of business to be transacted at the Annual General Meeting (Meeting) which includes remote e-voting (i.e. voting electronically from a place other than the venue of the Meeting) by using the electronic voting facility provided by Central Depository Services (India) Limited (CDSL). The facility for voting through Ballot (Polling) paper shall be made available at the Meeting and Members attending the Meeting who have not cast their vote by remote e-voting shall be eligible to exercise their right to vote at the Meeting through Polling paper.
- 2) Persons who have acquired shares and became Members after the dispatch of the Notice of the Meeting but before the 'Cut-off Date' of 4th September, 2019 may obtain their User ID and Password for remote e-voting by sending a request to the Company's Registrar & Share Transfer Agent, C B Management Services (P) Ltd, P-22, Bondel Road, Kolkata – 700 019 at [rta@cbmsl.com](mailto:rta@cbmsl.com) quoting DP ID/CL ID/Folio No. as the case may be along with PAN No.
- 3) The e-voting period commences on 7th September, 2019 at 9.00 am and ends on 10th September, 2019 at 5.00 pm.

The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder he shall not be allowed to change it subsequently.

The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on 7th September, 2019 (9.00 am) and ends on 10th September, 2019 (5.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date of 4th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through Polling paper shall be made available at the Meeting and the Members attending the Meeting who have not cast the vote by remote e-voting shall be able to exercise their right to vote at the Meeting through Polling paper.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on "shareholders" tab.
- (iv) Now enter your User Id
  - a. For CDSL : 16 digits beneficiary Id,
  - b. For NSDL : 8 Character DP ID followed by 8 digits Client Id,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, thereon your existing password is to be used.

**Notice** (Continued)

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

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are required to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The sequence number has been sent separately along with these instructions.</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of '0's before the number after the first two characters of the name in CAPITAL letters e.g. if your name is Satish Kumar with sequence number 1 then enter SA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company, please enter the Member ID /Folio Number in the Dividend Bank details field as mentioned in instruction (vii).</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the 'new password' field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with another person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant 'Company Name' on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish the entire resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

**Notice** (Continued)

- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image Verification code and click on ‘Forgot Password’ and enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Institutional Shareholders
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and signature of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create ‘Compliance user’ which should be created using the Admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote in.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the “Frequently Asked Questions” (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under Help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- (xx) The e-voting period commences on 7th September, 2019 (9.00 am) and ends on 10th September, 2019 (5.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the Cut-off Date of 4th September, 2019.

Mr Raj Kumar Bantia, Company Secretary in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall unblock the votes cast through remote e-voting, after counting the votes cast at the Meeting in the presence of at least two (2) witnesses not in the employment of the Company and submit a consolidated Scrutinizer’s Report of the votes cast in favour or against, if any forthwith to the Chairman of the Company.

The Results shall be declared in accordance with applicable regulations and the same along with the Scrutinizer’s Report shall be placed on the websites of the Company and CDSL immediately after the result is declared by the Chairman; the Results shall also be forwarded to the Stock Exchanges where the shares of the Company are listed.

## **Directors' Report**

The Directors have pleasure in submitting their Forty-second Annual Report with the Audited Financial Statements of your Company for the year ended 31st March, 2019.

### **Extract of Annual Return**

An extract of the Annual Return in Form MGT-9 as provided under Section 92 (3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, is attached as Annexure A to this Report.

### **Board Meetings**

The Board of Directors met 6 (Six) times on various dates during the financial year 2018-19. Further details have been provided in the Corporate Governance Report pursuant to Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 which is annexed as Annexure G to this Report.

### **Directors' Responsibility Statement**

The Board of Directors acknowledges the responsibilities for ensuring compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in the preparation of the Annual Accounts for the year ended on 31st March, 2019 and state that:

- (a) in the preparation of the annual accounts, the applicable Indian Accounting Standards (Ind AS) have been followed and there are no material departures therefrom;
- (b) the Directors had selected such accounting policies and applied them consistently in accordance with applicable provisions and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **Independent Directors' Declaration**

The declarations required under Section 149(7) of the Companies Act, 2013 from the Independent Directors of the Company confirming that they meet the criteria of independence under Section 149(6) of the Companies Act, 2013, have been duly received by the Company.

## **Directors' Report (Continued)**

### **Particulars of loans, guarantees and investments**

The particulars of loans made by the Company are covered in Notes 4 & 13 of the Notes to the Financial Statements.

The Company has not given any guarantee.

Particulars of investments made by the Company is given in Note 3 of the Notes to the Financial Statements.

### **Related Party Contracts**

The particulars of contracts or arrangements made with related parties are attached to this Report as Annexure B.

### **State of the Company's Affairs**

	Current Year (₹ in Lakhs)	Previous Year (₹ in Lakhs)
Profit/(Loss) before Depreciation and Tax	(2030.36)	(714.03)
Less: Depreciation and Amortization	<u>347.12</u>	<u>363.87</u>
Profit/(Loss) before Tax	(2377.48)	(1077.90)
Tax Expense		
Current Tax	—	—
Deferred Tax	<u>(785.45)</u>	<u>(288.66)</u>
Profit/(Loss) for the Year	(1592.03)	(789.24)
Other Comprehensive Income	<u>373.96</u>	<u>374.64</u>
Total Comprehensive Income	(1218.07)	(414.60)
Balance brought forward from Previous Year	<u>5273.12</u>	<u>5687.72</u>
Balance carried to Balance Sheet	<u>4055.05</u>	<u>5273.12</u>

There were no companies which have become/ceased to be Subsidiaries, Joint Ventures and Associate Companies during the year.

During the year under review the hospitality industry was affected by substantial increase in room inventories without commensurate rise in demand which has resulted in a decrease in Maple Hotels & Resorts Limited's ('Maple') revenue from operations from ₹ 1702.51 Lakhs to ₹ 1860.88 Lakhs in the previous year resulting in a decrease in profit before tax during the year of ₹ 101.74 Lakhs from ₹ 182.87 Lakhs in the previous year.

However, total comprehensive income stood at ₹ 35.35 Lakhs for the year under review against ₹ (85.50) Lakhs in the previous year.

As required under Section 129(3) of the Companies Act, 2013 consolidated Financial Statements together with a statement containing the salient features of the Financial Statements of Maple forms a part of this Annual Report.

## **Directors' Report (Continued)**

### **Deposits**

The Company has not accepted any deposits within the meaning of Chapter V of the Companies Act, 2013 during the year under review.

### **Regulatory Orders**

There is no significant and material order passed by Regulators/Courts/Tribunals impacting the going concern status and Company's operations in future.

### **Internal Control Systems**

The Internal Control System of the Company is adequate at all levels of Management and commensurate with its size and nature of operations and they are regularly reviewed for effectiveness by firms of practising Chartered Accountants who submit Reports upon completion of audit for consideration by the Directors. The details of the Internal Control Systems and their adequacy are set out in the Management Discussion and Analysis Report forming part of the Board's Report. The Audit Committee of the Board looks into the Auditors' review which is deliberated upon and corrective action taken, wherever required.

### **Auditors' Report**

Messrs B M Chatrath & Co LLP, Statutory Auditors have submitted their Report in respect of the financial year 2018-19 under Section 143 of the Companies Act, 2013.

The report of the Statutory Auditors during the year under review does not contain any qualification, reservation or adverse remark or disclaimer.

The Notes to the Financial Statements are also self-explanatory and do not call for any further comments.

### **Cost Audit**

The Cost Audit had been completed by Messrs Shome and Banerjee, Cost Accountants for the year ended 31st March, 2018. The Cost Audit Report had been submitted by the Cost Auditors to the appropriate authorities within the stipulated time on 13th September, 2018. Maintenance of cost records as specified by the Central Government under sub-section 1 of Section 148 of the Companies Act, 2013, is required by the Company and accordingly such accounts and records are made and maintained.

### **Secretarial Audit**

In terms of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Messrs MKB & Associates, Practising Company Secretaries had been appointed as the Secretarial Auditor of the Company to carry out the Secretarial Audit including Secretarial Compliance Audit for the Financial Year 2018-19.

The Secretarial Audit Report given by Messrs MKB & Associates is annexed to this Report as Annexure C which is self-explanatory and does not contain any qualification, reservation or adverse remark or disclaimer.



## Directors' Report (Continued)

### Resumé of Performance

During the year under review, vagaries of weather predominantly as a result of global climatic changes as well as infestation of pests continue to buffet the volume of tea produced. Simultaneously, increase in input costs mainly on account of a significant rise in wages, without commensurate increase in realizations have affected the Company's total income for the year which was ₹ 11951.06 Lakhs as compared to ₹ 12037.54 Lakhs in the previous year and thereby resulting in a total comprehensive income of ₹ (1218.07) Lakhs for the year.

### Crop

Your Company's saleable crop was 6.74 Million Kgs. as compared to the previous year's production of 6.71 Million Kgs.

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

Year Ended on	Saleable Crop In Million Kgs.
31.03.2019	6.74
31.03.2018	6.71
31.03.2017	6.09
31.03.2016	7.18
31.03.2015	6.58

### Revenue from Operations

Revenue from tea operations was ₹ 11850.16 Lakhs for the year under review as against ₹ 11899.11 Lakhs in the previous year.

### Quality

Your Company's adherence to its policy of manufacture only from its own leaf together with proactive agricultural practices contributed to maintenance of premium quality of your Company's teas. All the tea estates of your Company continue to have Rainforest Alliance Certification, ISO 22000:2005 Certification, Trustea Verification Certification as well as being Ethical Tea Partnership Programme Participant. The Company's Integrated Pest Management Policy for agro inputs are in consonance with the Plant Protection Code of the Tea Board of India and your Company and its Management continues to be ever alert on the issues of Maximum (Permissible Chemicals) Residue Limits.

### Exports

Exports for the year was ₹ 78.90 Lakhs against ₹ 479.21 Lakhs for the previous year.

### Prospects

In response to the need of the day, your Company has adopted appropriate agricultural practices and also adapting them to situational demands with a view to increasing production and thereby supporting a positive price trajectory going forward. Marketing efforts have also been stepped up and it is expected that there would be improved unit price realizations in the current year.

## **Directors' Report (Continued)**

### **Shareholders**

Keeping the financial performance of the Company in view, your Directors do not recommend any dividend for the financial year 2018-19.

### **Material changes and commitments consequent to year end**

Your Directors confirm that there were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year to which the financial statement relates and the date of this report.

### **Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

#### **(A) Conservation of energy**

(i) The steps taken or impact on conservation of energy:

The Company is emphasizing continuously on conserving energy and its reduction. The Company is sensitive enough on this issue for several years and continues with its efforts to regulate consumption and conserve energy. Apart from the ecological impact, the energy cost is one of the two major inputs in the production cost, other being the labour cost. The Company with the view to reduce major costs is continuously trying to explore the avenues to reduce consumption of the energy.

As a policy, the Company is continuing with the process of replacement of old and existing equipment in a phased manner with newer/energy efficient equipment. To become more energy efficient, manufacturing and other related processes are being reviewed and necessary changes are being carried out with a view to conserve and make efficient use of energy.

The process of replacing incandescent bulbs with CFL/LED continues. The Company is continuously replacing the traditional high gas consumption burners with most energy efficient economical burners which has reduced energy consumption. All the estates of the Company are making efforts in optimizing machinery output, resulting in reasonable power savings.

(ii) The steps taken by the Company for utilizing alternate sources of energy:

During the year under review, no major steps were initiated for utilizing alternate source of energy by the Company.

(iii) The capital investment on energy conservation equipment:

The Company further continues to invest, resulting in energy savings. Installation of VFBD and CFM together with economical burners and installation of conveyor system has increased the production efficiently which has resulted in overall reduction of energy consumption as well as manpower and has ultimately reduced the cost of production. Daily monitoring of both gas and electricity are being carried out and immediate corrective action, if necessary are being taken to become more energy efficient.

## Directors' Report (Continued)

### (B) Technology absorption:

- (i) The efforts made towards technology absorption;
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution;
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) -
  - (a) the details of technology imported;
  - (b) the year of import;
  - (c) whether the technology been fully absorbed;
  - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and

Not Applicable

- (iv) The expenditure incurred on Research and Development:

The Company did not carry out any Research & Developmental activities on its own. However, during the year the Company subscribed a sum of ₹ 26.05 Lakhs to Tea Research Association ('TRA') which has been set up 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.

### (C) Foreign exchange earnings and outgo:

Foreign exchange — Earned (Gross) — ₹	82.93	Lakhs
— Outgo — ₹	19.43	Lakhs

### Risk Management

The Company has developed and implemented a Risk Management Policy. The Risk Management Committee reviews the risk assessment and minimization procedure in the light of the Risk Management Policy of the Company. Details of Risk Management Committee are given separately in the Corporate Governance Report at Annexure G to this Report. In the opinion of the Board there is no such risk which may threaten the present existence of the Company.

### Corporate Social Responsibility

Pursuant to Section 135 of the Companies Act, 2013 and the relevant Rules, the Corporate Social Responsibility Committee, comprises of Mrs S Barman as Chairperson and Mrs A K Bindra, Mr Vinay K Goenka and Mr S K Ghosh as Members with President-Legal & Company Secretary as its Secretary. The broad terms of reference of the Corporate Social Responsibility (CSR) Committee are:

- Formulate and recommend to the Board, the CSR Policy
- Recommend the amount of expenditure to be incurred on the activities undertaken
- Monitor the CSR Policy of the Company from time to time
- Review the performance of the Company in the area of CSR including the evaluation of the impact of the Company's CSR activities
- Review the Company's disclosure of CSR matters.

## **Directors' Report (Continued)**

Further details of the CSR Policy and related matters together with details of the Committee have been annexed as Annexure D to this Report. The Policy is also available on the Company's website at [www.warrentea.com](http://www.warrentea.com).

### **Board Evaluation**

The Nomination and Remuneration Committee has earlier approved the Board Evaluation Policy. An annual evaluation of the performances of the Board, its Committees and that of the individual Directors was undertaken during the year on the basis of the criteria such as the composition, structure, functioning, effectiveness of the Board, the Committees, the contribution of individual Directors to the Board and Committees etc. after seeking inputs from all the Directors. The Directors including Independent Directors and the Non-Independent Directors have continued to contribute their inputs in the process of evaluation of the Directors. The Independent Directors and the Nomination and Remuneration Committee Members have continued to review the performance of all the Directors including the Chairman and the Managing Director and hence the performance of the Board as a whole. The Board in turn, with such inputs, have carried out annual evaluation of its own performance, its Committees and individual Directors.

### **Audit Committee**

The Audit Committee comprises of Mr S Bhoopal as Chairman, Mr L K Halwasiya and Mr N Dutta as members. During the year there were no instances where the Board had not accepted the recommendations of the Audit Committee. Further details of the Committee relating to their terms of reference, composition and meetings held during the year, are included in the report on Corporate Governance in Annexure G to this Report.

### **Vigil Mechanism Committee**

The Company has established a Vigil Mechanism for Directors and employees which monitors and oversees through the Audit Committee with a view to address their genuine concerns about unethical behaviour, actual or suspected fraud, leak of unpublished price sensitive information or violation of Company's Code of Conduct. The Vigil Mechanism provides the whistle blower to lodge protected disclosure in writing to the Committee in the form of a letter in a closed envelope or by e-mail to the dedicated address; protection to genuine whistle blowers would be given against any unfair treatment and any abuse of this protection will attract disciplinary action. This policy also allows direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of the employees and the Company. The Vigil Mechanism/Whistle Blower Policy of the Company has been uploaded on the website of the Company and can be accessed at [www.warrentea.com](http://www.warrentea.com).

### **Nomination and Remuneration Committee and Policy**

The Committee consists of Mr S Bhoopal, Mrs S Barman and Mr N Dutta, all Non-executive Independent Directors with Mr S Bhoopal as Chairman. It recommends to the Board, inter alia, the Remuneration Package of Directors and Key and other Senior Managerial Personnel. Further details relating to the Committee are set out in the Report on Corporate Governance in Annexure G to this Report.

The Nomination and Remuneration Committee has revised during the year the policy for evaluation of Directors which contains evaluation criteria; such criteria include contributing to, monitoring and

**Directors' Report (Continued)**

reviewing etc. and has acted upon the same. The particulars required to be furnished relating to the Policy on Directors' appointment and remuneration including criteria for determining qualification, positive attributes and independence of a Director and other related matters including remuneration of employees has been uploaded on the website of the Company, which can be accessed under the weblink: [http://www.warrentea.com/Documents/nomination\\_remuneration\\_policy.pdf](http://www.warrentea.com/Documents/nomination_remuneration_policy.pdf).

The Company's Policy on Director's appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report.

**Stakeholders Relationship Committee**

The Committee comprises of four Directors consisting of two Non-Executive Independent Directors and two Executive Directors namely, Mr S Bhoopal as the Chairman and Mrs A K Bindra, Mr Vinay K Goenka and Mr S K Ghosh as members. Details of the Committee are provided in the Report on Corporate Governance in Annexure G to this Report.

**Change in nature of Business, if any**

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

**Statement of compliance of applicable Secretarial Standards**

Your Company has complied with applicable Secretarial Standards.

**Details of Directors/Key Managerial Personnel**

In accordance with the Articles of Association of the Company, Mr S K Ghosh (DIN 00042335), Managing Director of the Company retires by rotation and being eligible has offered himself for reappointment.

Mr Vinay K Goenka was reappointed as Executive Chairman for a period of 2 years with effect from 1st April, 2019 subject to approval of the shareholders.

**Personnel**

The particulars and information of the employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been set out in Annexure E to this Report.

Your Company treats its human capital as its most important asset. The welfare and well-being of the workers are monitored closely and the Company maintains harmonious relationship with the employees.

Industrial relations remained cordial throughout the year and your Board of Directors thank employees at all levels for their valuable service and support during the year. All estates of your Company are certified under the Rainforest Alliance as well as Trustea indicating firm commitment towards sustainability as well as workers' health, hygiene and safety. It is your Company's endeavour to provide safe, healthy and sustainable work environment in all the estates. The Company has always believed in a policy against sexual harassment which has also found its place in the governing Codes of Conduct and Ethics applicable to its employees which includes a mechanism to redress such complaints.

Further, the Company has in place Internal Complaints Committees for Assam and Kolkata and

**Directors' Report (Continued)**

your Company had complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Following are the particulars relating to complaints handled by the Company during the year:

Number of complaints of Sexual Harassment received/filed and disposed off during the year and pending as on end of financial year : Nil

**Corporate Governance**

The Company has complied with the Corporate Governance requirements under the Act and as stipulated under Regulation 17 to Regulation 27 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. A Management Discussion and Analysis Report is provided in Annexure F. A separate Report on Corporate Governance in terms of Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also provided in Annexure G to this Report.

**Certifications**

A Declaration affirming compliance with the Code of Conduct of the Company and Auditor's Certificate of compliance with the conditions of Corporate Governance are collectively annexed in Annexure G to this Report.

**Auditors**

The present Statutory Auditors Messrs B M Chatrath & Co LLP, Chartered Accountants, had been appointed as Statutory Auditors of the Company at the thirty-seventh Annual General Meeting held on 10th September, 2014 to hold office till the conclusion of the forty-second Annual General Meeting. In terms of the relevant provisions of the Companies Act, 2013 and the Rules framed thereunder, Messrs B M Chatrath & Co LLP can be reappointed as Statutory Auditors for a maximum of two more years and being eligible have offered themselves for reappointment. The Audit Committee has recommended their reappointment to hold office till the conclusion of the 44th Annual General Meeting and your Directors consider such reappointment to be beneficial for your Company.

Messrs Shome & Banerjee, Cost Accountants, have been reappointed for audit of Cost Accounts maintained by the Company for the year ending 31st March, 2020 and their remuneration is being placed for approval of the Shareholders at the forthcoming Annual General Meeting.

Kolkata  
30th May, 2019

Vinay K. Goenka  
*Executive Chairman*

**Annexure 'A' to the Directors' Report**
**FORM NO. MGT-9**
**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31.03.2019

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

**I. REGISTRATION AND OTHER DETAILS:**

- (i) CIN : L01132AS1977PLC001706
- (ii) Registration Date : 31.05.1977
- (iii) Name of the Company : WARREN TEA LIMITED
- (iv) Category/Sub-Category of the Company : Company limited by shares
- (v) Address of the Registered Office and contact details : Deohall Tea Estate, P O : Hoogrijaan,  
Dist. : Tinsukia, Assam 786601  
Telephone No. : +91 95310 45098
- (vi) Whether listed company : Yes
- (vii) Name, Address and contact details of Registrar and Transfer Agent, if any : CB Management Services (P) Ltd.  
P-22 Bondel Road, Kolkata 700 019  
Telephone No. 033-401 16700

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

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

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

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

Sl. No.	Name and Address of the Company	CIN/ GLN	Holding/Subsidiary /Associate	% of shares held	Applicable Section
1.	Maple Hotels & Resorts Limited Suvira House, 4B Hungerford Street, Kolkata 700 017	U70101WB2000PLC091582	Associate Company	46.92%	2(6)

**Annexure 'A' to the Directors' Report (Continued)**
**IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**(i) Category-wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	5454489		5454489	45.6412	5454489		5454489	45.6412	
b) Central Govt.									
c) State Govt.(s)									
d) Bodies Corp.	3355510		3355510	28.0777	3355510		3355510	28.0777	
e) Barks/F.I.									
f) Any Other									
<b>Sub-total (A) (1)</b>	<b>8809999</b>		<b>8809999</b>	<b>73.7189</b>	<b>8809999</b>		<b>8809999</b>	<b>73.7189</b>	
<b>(2) Foreign</b>									
a) NRIs-Individuals									
b) Other-Individuals	106211		106211	0.8887					(0.8887)
c) Bodies Corp.									
d) Barks/F.I.									
e) Any Other									
<b>Sub-total (A)(2)</b>	<b>106211</b>		<b>106211</b>	<b>0.8887</b>					<b>(0.8887)</b>
<b>Total shareholding of Promoter(A) = (A)(1)+(A)(2)</b>	<b>8916210</b>		<b>8916210</b>	<b>74.6076</b>	<b>8809999</b>		<b>8809999</b>	<b>73.7189</b>	<b>(0.8887)</b>
<b>B.Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds		42	42	0.0004		42	42	0.0004	
b) Barks/F.I.	79	178	257	0.0022	79	178	257	0.0022	
c) Central Govt.	3		3	*					
d) State Govt.(s)									
e) Venture Capital Funds									
f) Insurance Companies		178	178	0.0015		178	178	0.0015	
g) FIs									
h) Foreign Venture Capital Funds									
i) Others									
<b>Sub-total (B)(1)</b>	<b>82</b>	<b>398</b>	<b>480</b>	<b>0.0040</b>	<b>79</b>	<b>398</b>	<b>477</b>	<b>0.0040</b>	





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

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non-Institutions</b>									
a) Bodies Corp.	955674	10322	965996	8.0831	171778	7372	179150	1.4991	(6.5840)
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	909659	374080	1283739	10.7419	939867	345969	1285836	10.7594	0.0175
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	749521	34518	784039	6.5606	1508486	34518	1543004	12.9113	6.3507
c) Qualified Foreign Investor									
d) Others									
i) Trust	340		340	0.0028	348		348	0.0029	0.0001
ii) NRI					22211	2908	25119	0.2102	0.2102
iii) Clearing Member					660		660	0.0055	0.0055
iv) Overseas Corporate Bodies					106211		106211	0.8887	0.8887
<b>Sub-total (B)(2)</b>	<b>2615194</b>	<b>418920</b>	<b>3034114</b>	<b>25.3884</b>	<b>2749561</b>	<b>390767</b>	<b>3140328</b>	<b>26.2771</b>	<b>0.8888</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>2615276</b>	<b>419318</b>	<b>3034594</b>	<b>25.3924</b>	<b>2749640</b>	<b>391165</b>	<b>3140805</b>	<b>26.2811</b>	<b>0.8887</b>
<b>TOTAL (A) +(B)</b>	<b>11531486</b>	<b>419318</b>	<b>11950804</b>	<b>100.0000</b>	<b>11559639</b>	<b>391165</b>	<b>11950804</b>	<b>100.0000</b>	
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>1. Promoter and Promoter Group</b>									
<b>2. Public</b>									
<b>Sub-total (C)</b>									
<b>Grand Total (A +B +C)</b>	<b>11531486</b>	<b>419318</b>	<b>11950804</b>	<b>100.0000</b>	<b>11559639</b>	<b>391165</b>	<b>11950804</b>	<b>100.0000</b>	

**Annexure 'A' to the Directors' Report (Continued)**
**(ii) Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1.	VinayKumar Goenka	3601229	30.13	NL	3601229	30.13	NL	
2.	Vinay KumarGoenka (HUF)	376384	3.15	NL	376384	3.15	NL	
3.	Vivek Goenka	1476876	12.36	NL	1476876	12.36	NL	
4.	Maple Hotels & Resorts Limited	3196448	26.75	NL	3196448	26.75	NL	
5.	Sectra Plaza Private Limited	159062	1.33	NL	159062	1.33	NL	
6.	Isis Enterprises Limited *	91826	0.77	NL				(0.77)
7.	Woodcutter Limited *	14385	0.12	NL				(0.12)
	<b>Total</b>	<b>8916210</b>	<b>74.61</b>	<b>NIL</b>	<b>8809999</b>	<b>73.72</b>	<b>NIL</b>	<b>(0.89)</b>

\* Ceased to be Promoters during the year.

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	<b><u>VinayKumar Goenka</u></b> At the beginning of the year (01/04/2018)	3601229	30.13		
	At the end of the year (31/03/2019)			3601229	30.13
2.	<b><u>Vinay KumarGoenka (HUF)</u></b> At the beginning of the year (01/04/2018)	376384	3.15		
	At the end of the year (31/03/2019)			376384	3.15
3.	<b><u>Vivek Goenka</u></b> At the beginning of the year (01/04/2018)	1476876	12.36		
	At the end of the year (31/03/2019)			1476876	12.36

**Annexure 'A' to the Directors' Report (Continued)**
**(iii) Change in Promoters' Shareholding (please specify, if there is no change) (Continued)**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
4.	<b>Maple Hotels &amp; Resorts Limited</b> At the beginning of the year (01/04/2018)	3196448	26.75		
	At the end of the year (31/03/2019)			3196448	26.75
5.	<b>Sectra Plaza Private Limited</b> At the beginning of the year (01/04/2018)	159062	1.33		
	At the end of the year (31/03/2019)			159062	1.33
	<b>Shareholders who ceased to be Promoters during the year:</b>				
6.	<b>Isis Enterprises Limited</b> At the beginning of the year (01/04/2018)	91826	0.77	91826	0.77
	Date-wise Increase/Decrease during the year – Reclassified as Public during the year Decrease (10/09/2018)	91826	0.77		
	At the end of the year (31/03/2019)				
7.	<b>Woodcutter Limited</b> At the beginning of the year (01/04/2018)	14385	0.12	14385	0.12
	Date-wise Increase/Decrease during the year – Reclassified as Public during the year Decrease (10/09/2018)	14385	0.12		
	At the end of the year (31/03/2019)				

**Annexure 'A' to the Directors' Report (Continued)**
**(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	<b>Edelweiss Broking Limited</b>				
	At the beginning of the year (01/04/2018)	470169	3.93		
	Date-wise Increase/Decrease during the year - Transfer				
	Decrease (06/04/2018)	82	*	470087	3.93
	Increase (13/04/2018)	200	*	470287	3.94
	Decrease (20/04/2018)	100	*	470187	3.93
	Decrease (27/04/2018)	473	*	469714	3.93
	Decrease (04/05/2018)	56	*	469658	3.93
	Increase (18/05/2018)	50	*	469708	3.93
	Increase (25/05/2018)	94	*	469802	3.93
	Increase (01/06/2018)	200	*	470002	3.93
	Increase (08/06/2018)	9122	0.08	479124	4.01
	Increase (22/06/2018)	265	*	479389	4.01
	Decrease (29/06/2018)	265	*	479124	4.01
	Decrease (06/07/2018)	8	*	479116	4.01
	Increase (10/08/2018)	100	*	479216	4.01
	Decrease (24/08/2018)	250	*	478966	4.01
	Increase (31/08/2018)	42	*	479008	4.01
	Decrease (03/09/2018)	200	*	478808	4.01
	Decrease (07/09/2018)	952	0.01	477856	4.00
	Increase (14/09/2018)	205	*	478061	4.00
	Decrease (21/09/2018)	205	*	477856	4.00
	Increase (28/09/2018)	1667	0.01	479523	4.01
	Decrease (29/09/2018)	59	*	479464	4.01
	Increase (05/10/2018)	495	*	479959	4.02
	Decrease (12/10/2018)	233	*	479726	4.01
	Increase (19/10/2018)	437	*	480163	4.02
	Decrease (26/10/2018)	267	*	479896	4.02
	Increase (09/11/2018)	63	*	479959	4.02
	Decrease (23/11/2018)	685	0.01	479274	4.01
	Increase (07/12/2018)	7	*	479281	4.01
	Increase (11/01/2019)	1	*	479282	4.01
	Increase (18/01/2019)	640	0.01	479922	4.02
	Decrease (25/01/2019)	640	0.01	479282	4.01
	Decrease (08/02/2019)	479199	4.01	83	*
	Decrease (15/02/2019)	40	*	43	*



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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	<b>For Each of the Top 10 Shareholders</b>				
	Increase (22/02/2019)	114	*	157	*
	Increase (01/03/2019)	185	*	342	*
	Increase (15/03/2019)	385	*	727	0.01
	Increase (22/03/2019)	203	*	930	0.01
	Decrease (29/03/2019)	195	*	735	0.01
	Decrease (30/03/2019)	190	*	545	*
	Ceased to be part of top ten shareholders of the Company w.e.f. 08/02/2019				
	At the end of the year (31/03/2019)			545	*
2.	<b><u>Sanidhya Mittal</u></b> At the beginning of the year (01/04/2018)	300000	2.51		
	At the end of the year (31/03/2019)			300000	2.51
3.	<b><u>Karuna Mittal</u></b> At the beginning of the year (01/04/2018)	275000	2.30		
	At the end of the year (31/03/2019)			275000	2.30
4.	<b><u>Lilly Exporters Private Limited</u></b> At the beginning of the year (01/04/2018)	118000	0.99		
	Date-wise Increase/Decrease during the year - Transfer Decrease (11/01/2019)	118000	0.99		
	Ceased to be part of top ten shareholders of the Company w.e.f. 11/01/2019				
	On the date of separation				
5.	<b><u>Indistock Private Limited</u></b> At the beginning of the year (01/04/2018)	100000	0.84		
	Date-wise Increase/Decrease during the year - Transfer Decrease (11/01/2019)	100000	0.84		
	Ceased to be part of top ten shareholders of the Company w.e.f. 11/01/2019				
	On the date of separation				

**Annexure 'A' to the Directors' Report (Continued)**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	<b>For Each of the Top 10 Shareholders</b>				
6.	<b>ISIS Enterprises</b> At the beginning of the year (01/04/2018)	91826	0.77		
	At the end of the year (31/03/2019)			91826	0.77
7.	<b>Radhe Shyam Saraf</b> At the beginning of the year (01/04/2018)	49298	0.41		
	Date-wise Increase/Decrease during the year – Transfer Decrease (06/04/2018)	49298	0.41		
	Ceased to be part of top ten shareholders of the Company w.e.f. 06/04/2018				
	On the date of separation				
8.	<b>Pradeep Kumar Saraf</b> At the beginning of the year (01/04/2018)	41035	0.34		
	Date-wise Increase/Decrease during the year - Transfer Increase (08/02/2019)	479261	4.01	520296	4.35
	Increase (30/03/2019)	190	*	520486	4.36
	At the end of the year (31/03/2019)			520486	4.36
9.	<b>Chandmull Batia</b> At the beginning of the year (01/04/2018)	34518	0.29		
	At the end of the year (31/03/2019)			34518	0.29
10.	<b>Vinodchandra Mansukhlal Parekh</b> At the beginning of the year (01/04/2018)	33093	0.28		
	At the end of the year (31/03/2019)			33093	0.28
11.	<b>Sanjeev Bubna</b> At the beginning of the year (01/04/2018)	625	0.01		
	Date-wise Increase/Decrease during the year - Transfer Increase (18/01/2019)	244935	2.05	245560	2.05
	At the end of the year (31/03/2019)			245560	2.05

**Annexure 'A' to the Directors' Report (Continued)**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Top 10 Shareholders	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
12.	<b>JM Financial Services Limited</b> At the beginning of the year (01/04/2018)	16374	0.14		
	Date-wise Increase/Decrease during the year – Transfer				
	Increase (06/04/2018)	796	0.01	17170	0.14
	Decrease (20/04/2018)	126	*	17044	0.14
	Decrease (27/04/2018)	1953	0.02	15091	0.13
	Decrease (11/05/2018)	50	*	15041	0.13
	Increase (18/05/2018)	5426	0.05	20467	0.17
	Decrease (25/05/2018)	796	0.01	19671	0.16
	Increase (22/06/2018)	77	*	19748	0.17
	Increase (29/06/2018)	2886	0.02	22634	0.19
	Decrease (30/06/2018)	2886	0.02	19748	0.17
	Increase (13/07/2018)	221	*	19969	0.17
	Increase (27/07/2018)	947	0.01	20916	0.18
	Decrease (03/08/2018)	947	0.01	19969	0.17
	Increase (10/08/2018)	15772	0.13	35741	0.30
	Decrease (17/08/2018)	221	*	35520	0.30
	Increase (31/08/2018)	6905	0.06	42425	0.35
	Increase (03/09/2018)	190	*	42615	0.36
	Decrease (07/09/2018)	5216	0.04	37399	0.31
	Decrease (14/09/2018)	400	*	36999	0.31
	Increase (05/10/2018)	350	*	37349	0.31
	Increase (12/10/2018)	887	0.01	38236	0.32
	Increase (26/10/2018)	2132	0.02	40368	0.34
	Increase (09/11/2018)	950	0.01	41318	0.35
	Decrease (16/11/2018)	950	0.01	40368	0.34
	Decrease (23/11/2018)	6761	0.06	33607	0.28
	Increase (04/01/2019)	950	0.01	34557	0.29
	Increase (08/02/2019)	19396	0.16	53953	0.45
	Increase (08/03/2019)	1006	0.01	54959	0.46
	At the end of the year (31/03/2019)			54959	0.46
13.	<b>James Warren Tea Limited</b> At the beginning of the year (01/04/2018)				
	Date-wise Increase/Decrease during the year – Transfer				
	Increase (20/04/2018)	49411	0.41	49411	0.41
	Decrease (07/09/2018)	50	*	49361	0.41
	At the end of the year (31/03/2019)			49361	0.41
14.	<b>Chandrika Vinod chandra Parekh</b> At the beginning of the year (01/04/2018)	28369	0.24		
	At the end of the year (31/03/2019)			28369	0.24

Note: The above information is based on download of beneficial ownership received from Depositories.

**Annexure 'A' to the Directors' Report (Continued)**
**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	<b><u>Vinay Kumar Goenka - Chariman</u></b> At the beginning of the year (01/04/2018)	3601229	30.13		
	At the end of the year (31/03/2019)			3601229	30.13
2.	<b><u>Vinay Kumar Goenka (HUF)</u></b> At the beginning of the year (01/04/2018)	376384	3.15		
	At the end of the year (31/03/2019)			376384	3.15
3.	<b><u>S K Ghosh – Managing Director</u></b> At the beginning of the year (01/04/2018)	1	*		
	At the end of the year (31/03/2019)			1	*
4.	<b><u>N Dutta – Director</u></b> At the beginning of the year (01/04/2018)	10	*		
	At the end of the year (31/03/2019)			10	*
5.	<b><u>S Bhoopal – Director</u></b> At the beginning of the year (01/04/2018)	1	*		
	At the end of the year (31/03/2019)			1	*
6.	<b><u>S Roy – President-Legal &amp; Company Secretary</u></b> At the beginning of the year (01/04/2018)	1	*		
	At the end of the year (31/03/2019)			1	*

Notes : 1) Where there was no movement of shares during the year, increase/decrease not separately indicated.

2) \* Indicates that percentage is below the rounding off norm adopted by the Company.



**Annexure 'A' to the Directors' Report (Continued)**
**V. INDEBTEDNESS**
**Indebtedness of the Company including interest outstanding/accrued but not due for payment.**

(₹ in Lakhs)

	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposit</b>	<b>Total Indebtedness</b>
<b>Indebtedness at the beginning of the financial year</b>				
(i) Principal Amount	3309.46			3309.46
(ii) Interest due but not paid				
(iii) Interest accrued but not due	18.11			18.11
<b>Total (i + ii + iii)</b>	<b>3327.57</b>			<b>3327.57</b>
<b>Change in Indebtedness during the financial year</b>				
● Addition	1056.96	200.00		1256.96
● Reduction	418.14	200.00		618.14
<b>Net Change</b>	<b>638.82</b>			<b>638.82</b>
<b>Indebtedness at the end of the financial year</b>				
(i) Principal Amount	3950.05			3950.05
(ii) Interest due but not paid				
(iii) Interest accrued but not due	16.34			16.34
<b>Total (i + ii + iii)</b>	<b>3966.39</b>			<b>3966.39</b>



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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

**A. Remuneration to Chairman and Managing Director:**

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Vinay K Goenka (Chairman)	S K Ghosh (Managing Director)	Total Amount
1.	Gross Salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	137.21	126.51	263.72
(b)	Value of perquisites u/s 17(2) of the Income-Tax Act, 1961	10.43	0.73	11.16
(c)	Profits in lieu of salary under section 17(3) of the Income-Tax Act, 1961			
2.	Stock Option			
3.	Sweat Equity			
4.	Commission — as % of profit — others			
5.	Others			
	<b>Total (A)</b>	<b>147.64</b>	<b>127.24</b>	<b>274.88</b>

**B. Remuneration to other Directors:**

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Nilotpal Dutta	Sriprakash Bhoopal	Anup Kaur Bindra	Lalit Kumar Halwasiya	Sonia Barman	Total Amount
1.	Independent Directors						
	● Fee for attending board/ committee meetings	0.25	1.00	0.75	0.65	0.50	3.15
	● Commission						
	● Others, please specify						
	<b>Total (1)</b>	<b>0.25</b>	<b>1.00</b>	<b>0.75</b>	<b>0.65</b>	<b>0.50</b>	<b>3.15</b>
2.	Other Non-executive Directors						
	<b>Total (2)</b>						
	<b>Total (B) = (1+2)</b>	<b>0.25</b>	<b>1.00</b>	<b>0.75</b>	<b>0.65</b>	<b>0.50</b>	<b>3.15</b>
	<b>Total Managerial Remuneration</b>	<b>0.25</b>	<b>1.00</b>	<b>0.75</b>	<b>0.65</b>	<b>0.50</b>	<b>3.15</b>
	Overall Ceiling as per the Act	NOT APPLICABLE					



**Annexure 'A' to the Directors' Report (Continued)**

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

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	S Roy (President – Legal & Company Secretary)	SK Mukhopadhyay (Chief Financial Officer)	Total Amount
1.	Gross Salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	24.64	27.96	52.60
(b)	Value of perquisites u/s 17 (2) of the Income-Tax Act, 1961	3.96	0.26	4.22
(c)	Profits in lieu of salary under section 17 (3) of the Income-Tax Act, 1961			
2.	Stock Option			
3.	Sweat Equity			
4.	Commission — as % of profit — others			
5.	Others			
	<b>Total (C)</b>	<b>28.60</b>	<b>28.22</b>	<b>56.82</b>

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD /NCLT/ COURT]	Appeal made, if any (give details)
A. WARREN TEA LIMITED					
Penalty	NIL				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NIL				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL				
Punishment					
Compounding					



**Annexure 'B' to the Directors' Report**

**Form No. AOC - 2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis : Nil
2. Details of material contracts or arrangement or transactions at arm's length basis : No material contracts or arrangement or transactions has been entered into with Related Parties in terms of provisions of Section 188 (1) of the Companies Act, 2013.

**Annexure 'C' to the Directors' Report**

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019**

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

To  
The Members,  
**Warren Tea Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **WARREN TEA LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

The Company's Management is responsible for preparation and maintenance of secretarial and other records and for devising proper systems to ensure compliance with the provisions of applicable laws and Regulations.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019, to the extent applicable, according to the provisions of:

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

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

- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
- e) The Securities and Exchange Board of India (Issue and listing of Debt securities) Regulations, 2008
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
- vi) Other than fiscal, labour and environmental laws which are generally applicable to all manufacturing companies, the following laws/acts are also, inter alia, applicable to the Company:
  - a) The Tea Act, 1953 and Rules there under
  - b) The Tea (Marketing) Control Order, 2003
  - c) The Tea (Distribution & Export) Control Order 2005
  - d) The Tea Waste Control Order, 1959
  - e) The Plantations Labour Act, 1951
  - f) The Assam Plantations Labour Rules, 1956
  - g) The Legal Metrology Act, 2009
  - h) The Food Safety And Standards Act, 2006

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

- a) The Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) Provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors took place during the period under review.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.



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

- c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

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

We further report that during the audit period there is no specific events/actions which have any major bearing on the Company's affairs.

This report is to be read with our letter of even date which is annexed as **Annexure – 1** which forms an integral part of this report.

For MKB & Associates  
Company Secretaries

Manoj Kumar Banthia  
(Partner)

ACS no. 11470

COP no. 7596

FRN: P 2010WB042700

Date: 25.05.2019

Place: Kolkata



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

**Annexure - 1**

To  
The Members,  
**Warren Tea Limited**

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

1. It is management's responsibility to identify the Laws, Rules, Regulations, Guidelines and Directions which are applicable to the Company depending upon the industry in which it operates and to comply and maintain those records with same in letter and in spirit. Our responsibility is to express an opinion on those records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management's Representation about the compliance of Laws, Rules, Regulations, Guidelines and Directions and happening events, etc.
5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For MKB & Associates  
Company Secretaries

Manoj Kumar Banthia  
(Partner)

ACS no. 11470

COP no. 7596

FRN: P2010WB042700

Date: 25.05.2019

Place: Kolkata



**Annexure 'D' to the Directors' Report****ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES****1. Outline of the Company's Policy**

To meet its responsibility towards society and economy, the Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and it is placed on the Company's website. Your Company has been committed to do business while improving the quality of life of the workforce and their families as well as the community and society at large.

The Company is also deeply sensible of its responsibilities not only to its stakeholders but also to the society at large. The CSR initiative focuses on —

- Eradication of hunger and poverty
- Health care, hygiene and sanitation
- Education including vocational skills and livelihood enhancement
- Gender, social and economic equality
- Empowerment of women
- Care for senior citizens
- Environmental sustainability
- Protection of national heritage, art and culture
- Benefit of armed forces veterans, war widows and their dependents
- Training for promotion of sports
- Contribution to funds approved by the Central Government
- Rural development

**2. Composition of the Committee**

The CSR Committee comprises of two Independent Directors namely Mrs S Barman as Chairperson of the Committee, and Mrs A K Bindra, Mr Vinay K Goenka and Mr S K Ghosh as Members with President-Legal & Company Secretary as its Secretary.

3. Average net profit/(loss) of the Company for last three financial years — ₹ (1030.87) Lakhs
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above) — N. A.
5. Details of CSR spent during the financial year:
- (a) Total amount to be spent for the financial year — N. A.
- (b) Amount unspent, if any — N. A.

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

(c) Manner in which the amount spent during the financial year is detailed below:

Sl. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (a) Local area or other (b) Specify the state and district where project or programs were under-taken	Amount outlay (budget) project or programs wise (₹ in Lakhs)	Amount spent on the projects Sub heads 1. Direct expenditure on projects or programs 2. Overheads	Cumulative expenditure upto the reporting period (₹ in Lakhs)	Amount spent: Directly or through implementing agency
1. a)	Education to less privileged children	Education	Howrah, West Bengal	38.00	—	5.20	Chatrachhaya, 4/B Little Russel Street, Kolkata 700071, a NGO registered as a Trust.
b)	Education to under privileged children	Education	Chetla, Kolkata, West Bengal	1.60 per year	—	7.50	Women's Coordinating Council (WCC), 5/1 Red Cross Place, Kolkata 700062, a NGO.
2.	Promoting Rural Education	Education	Bokul, Near Bokul Tea Estate's Hospital, P.O. Lahowal, Dibrugarh, Assam	36.00 approx	—	5.00	Purna Bikash Sanstha, Bokul (Near Bokul T.E. Hospital) P.O. Lahowal, Dibrugarh, Assam, a registered Charitable Trust
3.	Construction of girls' hostel	Empowerment of Women	Kolkata, West Bengal	1500.00 excluding cost of land	—	35.00	Dhanuka Dhunseri Foundation, a registered Charitable Trust.
				<b>Total</b>	—	<b>52.70</b>	



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

6. As the average net profits of the Company made during the three immediately preceding financial years was negative, the Company is not required to spend any amount for the year towards Corporate Social Responsibility activities.
7. The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

Vinay K Goenka  
*Executive Chairman*

Sonia Barman  
*Chairperson CSR Committee*

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**Annexure 'E' to the Directors' Report**
**Particulars of Employees**

- a) Information as per Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
- 1) The Ratio of remuneration paid to the Chairman and to the Managing Director to the median remuneration of the employees of the Company for the Financial Year is 133:1 and 115:1 respectively.
  - 2) Remuneration of Key Management Personnel including Whole-time Directors :

<u>Names</u>	<u>Percentage increase in Remuneration during 2018-19 compared to 2017-18</u>
Vinay K Goenka, Chairman	(2.86)
S K Ghosh, Managing Director	(2.02)
S Roy, President–Legal & Company Secretary	3.81
S K Mukhopadhyay, Chief Financial Officer	12.26
3) Median remuneration of the employees during the financial year 2018-19 increased by 9.90% over that of financial year 2017-18.	
4) Number of permanent employees on the rolls of the Company as on 31.03.2019 is 8736 which includes plantation workforce of 7854.	
5) The average change in the salaries of the employees other than managerial personnel during the financial year 2018-19 is 19.31%. The average percentage of increase in managerial remuneration for the financial year 2018-19 is (2.47).	
6) All remuneration paid by the Company are in accordance with the Remuneration Policy of the Company.	



**Annexure 'E' to the Directors' Report (Continued)**

**b) Information as per Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Sl. No.	Name	Designation	Gross Remuneration (₹ in Lakhs)	Qualification and Experience (Years)	Age (Years)	Date of Commencement of Employment	Last Employment held before joining the Company	Designation
1.	Arora U C	President – Marketing	29.03	B Com (43)	64	21.05.1984	Kanoi Plantations Pvt. Ltd.	Executive–Tea Department
2.	Barua A	Group Manager	20.12	B Com (32)	55	14.03.1987	—	—
3.	Ghosh S K	Managing Director	127.24	B Com (Hons), FCA (43)	65	02.05.1983	—	Consultant
4.	Goenka Vinay K	Chairman	147.64	B Sc (Botany) (43)	61	19.04.1983	The Eriabarie Tea Co. Pvt. Ltd.	Senior Executive
5.	Goenka Vivek	President	25.70	M A (F&I) (14)	37	15.09.2004	—	—
6.	Gogoi R L	Manager	16.75	B Sc (Agri) (32)	58	01.04.1987	Goodricke Group Ltd.	Trainee Assistant Manager
7.	Karmakar B	Senior Manager-Finance & Accounts (Assam)	23.07	B Com, ACA (26)	54	15.11.1996	M/s M. P. Bazari & Co.	Senior Audit Assistant
8.	Mukhopadhyay S K	Chief Financial Officer	28.22	B Com (Hons), FCA (41)	66	11.05.2009	—	Consultant
9.	Roy S	President – Legal & Company Secretary	28.60	B A (Hons), FCS, L I.B (38)	63	15.07.1996	—	Consultant
10.	Singh H	President Operations	24.04	B A (43)	67	15.11.2017	—	—

Notes : (1) The gross remuneration shown above is subject to tax and comprises of salary, bonus, 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) All appointments are contractual in accordance with their respective terms.

(3) Mr Vinay K Goenka and Mr Vivek Goenka each holds more than 2% of the Equity Shares of the Company.

(4) Mr Vivek Goenka is a relative of Mr Vinay K Goenka, Chairman and except for him none of the others is relative of any Director of the Company.

## **Annexure 'F' to the Directors' Report**

### **Management Discussion and Analysis Report**

Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 discussion amongst the Directors and Senior Management Personnel.

#### **(a) Industry Structure and Developments**

Tea continues to be savoured globally and still remains a beverage of choice in India contributing substantially to the country's income by way of foreign exchange earnings. India is the second largest tea producer in the world and also the second largest consumer of black tea. The Indian tea industry provides employment to more than one million people, half of whom are women. The Industry supports a large population comprising of workers, dependents and others residing in the tea estates. Originally, the tea plantation sector consisted of tea estates with their factories to manufacture their teas but over the last decade or so, there has been an emergence of small tea growers and bought leaf factories contributing to almost 50% of the total country's tea production.

#### **(b) Opportunities and threats**

Conscious agricultural practices together with appropriate marketing efforts have brought tea to be considered as a health drink as well as a lifestyle choice. Consumption of tea in India is also on the rise. The tea estates of your Company continue to enjoy Rainforest Alliance Certification, ISO 22000:2005 Certification, Trustea Verification Certification as well as Ethical Tea Partnership Programme Participation; your Company also continues with its Integrated Pest Management Policy which is in conformity with the Plant Protection Code of Tea Board of India. However, tea being essentially an agricultural produce, is always subject to environmental inconsistencies which affects both quality and quantity of produce and thereby your Company's performance, which can be mitigated to some extent by dynamic agricultural practices. Further, small tea growers and bought leaf factories operate on a considerably lower cost structure which enable the final produce to be offered at lower prices in the market.

#### **(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 both in domestic and overseas markets.

#### **(d) Outlook**

A cohesive model which catalyses a viable coexistence of both plantations and bought leaf factories is fundamental to the industry's sustainability and growth. Considering that tea plantations would always be subject to vagaries of climatic conditions, proactive and adaptive agricultural practices as well as use of modern machineries and techniques which contribute to quality and quantity together with favourable marketing dynamics is likely to yield results.

**Annexure 'F' to the Directors' Report (Continued)****(e) Risks & Concerns**

Wide climatic variations in ideal tea growing conditions impact plantations and their produce both on a short term and long term basis which necessarily involves time and substantial costs. Further, cost of production continues to rise against flatter price levels leading to a decline in the margins for the producers and fair price discovery continues to be a challenge.

**(f) Internal Control Systems & their Adequacy**

There are adequate internal control systems at all levels of Management of the Company. These are reviewed from time to time and improved upon, where required. The Company has implemented internal control systems with a view to ensure that assets are safeguarded and protected against losses and transactions are recorded and reported correctly. These include comprehensive internal audit by external firms of Chartered Accountants besides checks carried out by the Cost Auditors, the Secretarial Auditors and the Statutory Auditors during the course of their respective audits. Such systems are commensurate with the Company's size and nature of operations and provide reasonable assurance with regard to reliable data, compliances, securing its assets from unauthorized use or loss and ensuring that operations are carried out in consonance with the Company's policies. The different sets of auditors periodically visit the Company's units, their reports are looked into by the Management and by the Audit Committee for effecting corrective action/improvement as may be called for.

**(g) Financial Discussion on Performance with respect to Operational Performances**

During the year under review, vagaries of weather predominantly as a result of global climatic changes together with effects of pest infestations continue to buffet the volume of tea produced. Simultaneously, increase in input costs mainly on account of a significant rise in wages, without commensurate increase in realizations have affected the Company's turnover and consequent profitability.

**(h) Material Developments in Human Resources/Industrial Relations Front including number of people employed**

Human resources are the most valuable assets of the Company and thus adequate care is taken by the Company for their development and well being. Tea being an essentially labour intensive industry, the employees are the mainstay of its operations. All estates of your Company are certified under the Rainforest Alliance as well as Trustea indicating firm commitment towards sustainability as well as workers' health, hygiene and safety. It is your Company's endeavour to provide safe, healthy and sustainable work environment in all the estates for the employees and their families. Your Company deeply appreciates the performance and cooperation of the employees during the year and looks forward to maintain cordial relations in the years to come. Your Company believes in employee empowerment across the entire organization in order to achieve organizational effectiveness.

**Annexure 'F' to the Directors' Report (Continued)**
**(i) Details of significant changes in Key Financial Ratios along with detailed explanations therefor.**

Details of significant changes (25% or more as compared to the immediately  
previous Financial Year) in key financial ratios in 2018-19

<u>Particulars</u>	<u>Variation (%)</u> <u>Increase/(Decrease)</u> <u>over previous</u> <u>Financial Year</u>	<u>Explanations</u>
Inventory Turnover Ratio	(32.62)	Higher harvest during March, 2019 which remained unsold at the year-end, resulted in higher Average Stock for the year. The increase in production is almost double than that of the the same period last year.
Interest Coverage Ratio	666.69	Increased loss during the current year primarily due to steep rise in labour wages and other input costs during the year coupled with decline in unit price realization.
Current Ratio	(33.17)	Increase in Current Liabilities emanating primarily out of escalations in labour wages and other input costs leading to higher working capital utilizations during the year.
Debt Equity Ratio	35.72	Decline in Equity arising out of the loss suffered during the year as well as utilization of higher working capital loans from banks.
Operating Profit Margin ( %)	394.31	Decrease in Earnings before Interest and Tax (EBIT) primarily due to steep rise in labour wages and other input costs during the year coupled with decline in unit price realization.
Net Profit Margin ( %)	195.92	

**(j) Details of Changes in Return on Net Worth as compared to the immediate previous financial year along with a detailed explanation thereof.**

The Return on Net Worth for the year was (14.58)% as compared to (4.33)% in the immediate previous financial year.

During the year under review, vagaries of weather predominantly as a result of global climatic changes as well as infestation of pests continue to buffet the volume of tea produced. Simultaneously, increase in input costs mainly on account of a significant rise in wages, without commensurate increase in realizations have affected the Company's total income for the year and thereby has adversely impacted the Return on Net Worth for the year.



## Annexure 'G' to the Directors' Report

### REPORT ON CORPORATE GOVERNANCE

#### 1. Company's Philosophy on Code of Governance

The Company's philosophy on Corporate Governance is aimed at efficient conduct of its affairs. Your Board of Directors unequivocally support the principles of Corporate Governance. Your Company believes that good Corporate Governance emerges from the application of the best and sound management practices and compliance with laws coupled with adherence to the highest standards of professionalism and business ethics; great emphasis is placed on values such as empowerment and integrity of its employees, transparency in decision making process, fairness, honesty, accountability in dealings with its dealers, customers, business associates, government, all its stakeholders and the well being of the employees and communities surrounding your Tea Estates. The labour and management practices are also followed in conformity with law and also for welfare of the employees so as to aim at optimum economic utilization of resources. The Company's overall philosophy is that of excellence.

#### 2. Board of Directors

At present the Board comprises of an Executive Chairman, a Managing Director and five Non-executive Independent Directors (including two Women Directors). The composition of the Board of Directors of the Company represents an optimum combination of professionalism, knowledge and experience. Particulars of the Directors as on 31st March, 2019 and attendance of each Director at the meetings of the Board held during the year and at the last Annual General Meeting are given below:

<u>Name</u>	<u>Category</u>	<u>Attendance</u>		<u>Directorships in other companies</u>	<u>Committee Positions in other companies</u>	
		<u>At Board Meetings</u>	<u>At last AGM</u>		<u>As Chairman</u>	<u>As Member</u>
Mr Vinay K Goenka (Chairman) (since reappointed as Executive Chairman)	Executive Director	6	Yes	—	—	—
Mr S K Ghosh (Managing Director)	Executive Director	5	No	—	—	—
Mr S Bhoopal	Non-executive Independent Director	5	Yes	8	—	—
Mr N Dutta	Non-executive Independent Director	2	Yes	1	—	—
Mr L K Halwasiya	Non-executive Independent Director	6	No	1	—	—
Mrs A K Bindra	Non-executive Independent Director	6	No	1	—	—
Mrs S Barman	Non-executive Independent Director	6	No	—	—	—

**Annexure 'G' to the Directors' Report (Continued)**

The composition of the Board is well in conformity with Section 149 of the Companies Act, 2013 and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.

- i) There is no inter-se relationship between any of the Directors of the Company.
- ii) Directorships and Committee Memberships exclude Directorships and Committee Memberships of Warren Tea Limited. No Director is a Director in any other listed company.
- iii) Membership and Chairmanship of the Audit Committee and Stakeholders Relationship Committee are only considered.
- iv) During the year under review, six Board Meetings were held on 26th May, 2018, 18th July, 2018, 3rd September, 2018, 13th November, 2018, 14th February, 2019 and 28th March, 2019.

The maximum interval between any two consecutive Meetings did not exceed 120 days.

- v) Mr N Dutta holds 10 equity shares and Mr S Bhoopal holds 1 equity share in the Company. The Company has not issued any convertible instruments.

Mrs A K Bindra, Mr L K Halwasiya and Mrs S Barman do not hold any share in the Company.

- vi) The Board of Directors have identified the following core skills/expertise/competence which are required in the context of the Company's business for it to function effectively and those actually available with the Board:

<u>Core Skills/Expertise/Competence</u>			
<u>Identified by the Board</u>		<u>Available with the Board</u>	
1.	Tea Estates — Agricultural and Manufacturing Operations		Yes
2.	Marketing — Domestic and Exports		Yes
3.	Finance — Treasury, Accounting, Taxation, Internal Controls and Management Information		Yes
4.	Legal including Compliances		Yes
5.	General Management and Administration		Yes

**Annexure 'G' to the Directors' Report (Continued)**

- vii) The Board is also of the opinion that the Independent Directors fulfill the conditions specified in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

**3. Audit Committee**

The Audit Committee of the Board as on 31st March, 2019, comprised of three Non-executive Independent Directors viz. Mr S Bhoopal, Mr N Dutta and Mr L K Halwasiya, who are persons of standing in the industry having experience and expertise to carry out their obligations with necessary adequate inputs from the Whole-time Directors. Mr S Bhoopal is the Chairman of the Audit Committee.

The terms of reference of the Audit Committee broadly cover the areas specified in Regulation 18(3) read with Schedule II, Part – C of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Section 177 of the Companies Act, 2013 which in brief are:

- 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) Evaluation of internal financial control and risk management systems and 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) Recommendation of appointment and remuneration of auditors;
- g) Review performance of statutory and internal auditors;
- h) Review with the management and monitor the Auditors' independence, performance of Statutory and Internal Auditors and adequacy of the internal control systems and effectiveness of audit process;
- i) Approval or any subsequent modification of transactions of the Company with related parties;
- j) Valuation of undertakings or assets of the Company wherever necessary;
- k) Monitoring the end use of funds raised through public offers and related matters;
- l) Approval of appointment of CFO after assessing the qualification, experience and background of the candidate;
- m) Oversee the establishment of Vigil Mechanism for Directors and employees to report concern about unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct or Ethics Policy.

## **Annexure 'G' to the Directors' Report (Continued)**

During the year under review, six Meetings of the Audit Committee were held on 26th May, 2018, 18th July, 2018, 3rd September, 2018, 13th November, 2018, 14th February, 2019 and 20th March, 2019 and not more than one hundred and twenty days elapsed between two meetings.

The composition and attendance of the members of the Audit Committee are as follows:

<u>Name</u>	<u>Position Held</u>	<u>No. of Meetings</u>	
		<u>Held</u>	<u>Attended</u>
Mr S Bhoopal	Chairman	6	6
Mr N Dutta	Member	6	2
Mr L K H alwasiya	Member	6	6

The Chief Financial Officer and the representatives of the Statutory, Cost and Internal Auditors attend the Meetings whenever required. The President-Legal & Company Secretary continues as the Secretary to the Committee. Mr S Bhoopal attended the last Annual General Meeting held on 10th September, 2018 as Chairman of the Audit Committee.

### **4. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee of the Board as on 31st March, 2019 comprised of Mr S Bhoopal, Mrs S Barman and Mr N Dutta, all of whom are Independent Directors. Mr S Bhoopal is the Chairman of the Nomination and Remuneration Committee and the President-Legal & Company Secretary is the Secretary to the Committee.

During 2018-19 the Nomination and Remuneration Committee met on 26th May, 2018, 14th February, 2019 and 20th March, 2019.

The details of meetings held and attended by the Directors during the year 2018-19 are as under:

<u>Name</u>	<u>No. of Meetings</u>	
	<u>Held</u>	<u>Attended</u>
Mr S Bhoopal	3	3
Mr N Dutta	3	1
Mrs S Barman	3	3

The Policy of the Company relating to Nomination and Remuneration had been originally framed in 2015. Since then requirements under the Companies Act, 2013 have changed and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have come into existence replacing the earlier Listing Agreement conditions. Accordingly a revised Policy which seeks to address the new requirements has been framed in supersession of the earlier one. The terms of reference of the Nomination and Remuneration Committee, inter-alia, include the following:

**Annexure 'G' to the Directors' Report (Continued)**

- i) To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board policies relating to the remuneration of the Directors, Key Managerial Personnel and Senior Management Personnel.
- ii) To formulate the criteria for evaluation of Independent Directors and the Board. The said Policy contains evaluation criteria for evaluation of all Directors.
- iii) To devise a policy on Board Diversity.
- iv) To identify and access potential individuals with respect to their skills, expertise, attributes for appointment, removal, reappointment of Directors and recommend to the Board of Directors.
- v) To decide whether to extend or continue the Terms of Appointment of the Independent Directors on the basis of their performance.
- vi) To specify the manner for effective evaluation of performance of Board, its Committees and Individual Directors, to be carried out by the Board or Nomination and Remuneration Committee and review its implementation and compliance.

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

<u>Name</u>	<u>Mr Vinay K Goenka</u> (Chairman) (₹ in Lakhs)	<u>Mr S K Ghosh</u> (Managing Director) (₹ in Lakhs)
Salary	46.20	34.80
Contributions to Provident, Gratuity and Other Funds	9.87	4.18
Bonus	46.20	34.80
Other Benefits	45.37	53.46
<b>Total</b>	<b>147.64</b>	<b>127.24</b>

The Service Agreement dated 10th August, 2016 with Mr Vinay K Goenka in respect of his reappointment as Chairman of the Company was for a period of three years with effect from 1st April, 2016. A New Service Agreement with Mr Goenka as Executive Chairman of the Company for a period of two years with effect from 1st April, 2019, shall be entered into by the Company after obtaining requisite approval of the shareholders which is being sought at the ensuing Annual General Meeting. The Company also has a separate Service Agreement with Mr S K Ghosh, Managing Director of the Company for a period of three years with effect from 1st April, 2017 which was approved by the shareholders at the Annual General Meeting held on 11th September, 2017. There is no severance compensation other than six months remuneration in absence of any notice the period being six months in writing for both Mr Goenka and Mr Ghosh, none of whom are entitled to any Stock Option or Performance

## **Annexure 'G' to the Directors' Report (Continued)**

Linked Incentive. Only Sitting Fees for attending the meetings of the Board and Committees thereof are paid to the Non-executive Directors who are not entitled to any stock option. Particulars of Sitting Fees paid to the Non-executive Directors during the year 2018-19 are as under:

<u>Name</u>	<u>Board Fees</u>	<u>Committee Fees</u>	<u>Total Fees</u>
	(₹)	(₹)	(₹)
Mr S Bhoopal	25000	75000	100000
Mr N Dutta	10000	15000	25000
Mr L K H alwasiya	30000	35000	65000
Mrs A K Bindra	30000	45000	75000
Mrs S Barman	30000	20000	50000

The criteria of making payments to Non-executive Directors has been put up on the website of the Company at weblink:  
[http://www.warrentea.com/Documents/nomination\\_remuneration\\_policy.pdf](http://www.warrentea.com/Documents/nomination_remuneration_policy.pdf).

### **5. Stakeholders Relationship Committee**

The Company has a duly constituted Stakeholders Relationship Committee to specifically look into various aspects of interest of shareholders, satisfactory redressal of investors' grievances and to recommend measures for overall improvement in the quality of investor services. The Committee presently comprises of Mr S Bhoopal as Chairman and Mrs A K Bindra, Mr Vinay K Goenka and Mr S K Ghosh as Members with Mr S Roy, President-Legal & Company Secretary as the Secretary. The Committee is empowered to consider and resolve the grievances of the shareholders of the Company including complaints related to transfer/transmission of shares, non-receipt of Annual Report, issue of new/duplicate Share Certificates, General Meetings, etc.

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

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

During the year under review, the Committee had seven meetings which were held on 12th April, 2018, 18th May, 2018, 2nd July, 2018, 13th September, 2018, 30th November, 2018, 10th January, 2019 and 28th January, 2019.

Mr S Bhoopal attended the last Annual General Meeting on 10th September, 2018 as Chairman of the Stakeholders Relationship Committee. E-mail Id pursuant to Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: [investors@warrentea.com](mailto:investors@warrentea.com)

The detailed particulars of investors' complaints handled by the Company and its Registrar and Share Transfer Agent during the year are as under:

No. of complaints remaining unresolved as on 1st April, 2018,  
 received during the year and dealt with and pending as on

31st March, 2019 : Nil

No. of pending share transfers as on 31st March, 2019 : Nil

## **Annexure 'G' to the Directors' Report (Continued)**

### **6. Risk Management Committee**

The Risk Management Committee of the Board is composed of Mr S K Ghosh, Managing Director, as Chairman and Mr L K Halwasiya and Mrs A K Bindra, Independent Directors, Mr U C Arora, President-Marketing and Mr S K Mukhopadhyay, Chief Financial Officer; Mr S Roy, President-Legal & Company Secretary is the Secretary of the Committee. During 2018-19, the Committee met once during the year on 28th March, 2019 and four Members of the Committee attended the same. The Committee is responsible to lay down the procedures to inform the Board about the risk assessment and minimization procedures and the Board shall be responsible for framing, implementing and monitoring the Risk Management Plan of the Company.

### **7. Meeting of Independent Directors**

Two separate Meetings of the Independent Directors of the Company were held on 5th December, 2018 and 14th February, 2019 during the year without the presence of the Non-Independent Directors and the Management Team to discharge duties enjoined on them. All the Independent Directors were present in both the meetings.

### **8. General Body Meetings**

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

<u>Date</u>	<u>Location</u>	<u>Time</u>
1st August, 2016	G S R Memorial Complex at Deohall Tea Estate, PO Hoogrija, Dist. Tinsukia, Assam 786 601	10.30 AM
11th September, 2017	G S R Memorial Complex at Deohall Tea Estate, PO Hoogrija, Dist. Tinsukia, Assam 786 601	10.30 AM
10th September, 2018	G S R Memorial Complex at Deohall Tea Estate, PO Hoogrija, Dist. Tinsukia, Assam 786 601	10.30 AM

Three Special Resolutions were passed at the Annual General Meeting held on 1st August, 2016 for the purpose of:

1. Payment of full contractual remuneration (including bonus) for 2015-16 to Mr Vinay K Goenka (DIN 00043124).
2. Payment of full contractual remuneration (including bonus) for 2015-16 and 2016-17 to Mr S K Ghosh (DIN 00042335).
3. Reappointment and remuneration payable to Mr Vinay K Goenka (DIN 00043124) as Chairman for 3 years from 1st April, 2016.

One Special Resolution was passed at the Annual General Meeting held on 11th September, 2017 for the purpose of reappointment and remuneration payable to Mr Subhjit Kumar Ghosh (DIN 00042335) as Managing Director for 3 years from 1st April, 2017.

## **Annexure 'G' to the Directors' Report (Continued)**

Five Special Resolutions were passed at the Annual General Meeting held on 10th September, 2018 for the purpose of:

1. Reappointment of Mr Sriprakash Bhoopal (DIN 00042977) as an Independent Director of the Company whose term of office expired on 31st March, 2019 for a further period of five years with effect from 1st April, 2019.
2. Reappointment of Mr Nilotpal Dutta (DIN 00045667) as an Independent Director of the Company whose term of office expired on 31st March, 2019 for a further period of five years with effect from 1st April, 2019.
3. Reappointment of Mrs Anup Kaur Bindra (DIN 03391125) as an Independent Director of the Company whose term of office expired on 28th May, 2019 for a further period of five years with effect from 29th May, 2019.
4. Reappointment of Mr Lalit Kumar Halwasiya (DIN 00211756) as an Independent Director of the Company whose term of office expired on 28th May, 2019 for a further period of five years with effect from 29th May, 2019.
5. Reappointment of Mrs Sonia Barman (DIN 06910929) as an Independent Director of the Company whose term of office expires on 21st September, 2019 for a further period of five years with effect from 22nd September, 2019.

No Special Resolution is proposed to be conducted through postal ballot, Resumé and other information on the Directors appointed or reappointed as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the Notice of the Annual General Meeting.

### **9. Disclosures**

- a) Related party matters – There are no materially significant Related Party Transactions made by the Company at large with its promoters, directors, the management, subsidiary companies or relatives, etc. that 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 as provided in the (Indian Accounting Standards) Rules, 2015 has been given in Note 31(19) to the Financial Statements for the year ended 31st March, 2019. As required under Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the revised Related Party Transactions Policy has been uploaded on the website of the Company at weblink:  
<http://www.warrentea.com/Documents/relatedparty.pdf>.
- b) There were no penalties/strictures 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.
- c) Vigil Mechanism/Whistle-Blower Policy – Your Company has established Whistle-Blower Policy/Vigil Mechanism for Directors and employees to report genuine concerns regarding unethical behaviour, actual or suspected fraud, leak of Unpublished Price Sensitive Information or violation of the Company's Code of Conduct and Ethics Policy. The said



**Annexure 'G' to the Directors' Report (Continued)**

mechanism also provides for adequate safeguards against victimization of the employees who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate and exceptional cases. It is also confirmed that no person has been denied access to the Audit Committee during the year under review.

- d) The Company has complied with all mandatory requirements under Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company continues in its efforts on improvement, consolidation and documentation of methods of internal control for financial reporting and its effectiveness.
- e) The Company has complied with the requirements specified in Regulation 17 to 27 including some of the Discretionary Requirements and applicable clauses of Sub-regulation(2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- f) During the year under review there are no shares in the demat suspense account or unclaimed suspense account of the Company.
- g) The Company does not have any subsidiary.
- h) The Company has not raised any funds through preferential allotment or qualified institutions placement.
- i) The disclosures in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are mentioned in the Report of the Directors and hence are not repeated in this Report.
- j) Details of total fees for all services paid by the Company on a consolidated basis to the Statutory Auditors is given in Note 31(13) of the Notes to the Financial Statements.
- k) A certificate given by Messrs MKB & Associates, Company Secretaries in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed in Annexure H to this Report.

**10. Familiarization Programme for Independent Directors**

The Company continues in its efforts to familiarize Independent Directors with the Company, its business, the industry and their interface with the Company. All Independent Directors of the Company are already familiar with the nature of Industry and the Company's operations since they have been associated with the Company for a substantial period of time. For such programmes all the five Independent Directors have visited the Company's Corporate Office from time to time and some of them have also visited the Tea Estates during the year. The Company's Policy of conducting the Familiarization Programme has been disclosed on the website of the Company weblink: <http://www.warrentea.com/Documents/familiarisation.pdf>.

**11. Compliance of Code of Conduct**

The Board of Directors has laid down a Code of Conduct for Business and Ethics for all the Board Members and all members of the management staff of the Company. The said Code,

## **Annexure 'G' to the Directors' Report (Continued)**

as amended from time to time is available on the Company's website at [www.warrentea.com](http://www.warrentea.com). All members of the Board of Directors and management personnel on an annual basis have affirmed compliance with the Code of Conduct. A Declaration to that effect, signed by the Executive Chairman is attached and forms part of this Annual Report.

### **12. Means of Communication**

- a) Unaudited half-yearly and quarterly results along with Limited Review Report as well as the Audited Annual Results are submitted to the Stock Exchanges after they are approved by the Board of Directors in compliance with Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and published in newspapers namely, North East Times/Amar Asom having wide circulation in Assam, where the Registered Office of the Company is situated and in Business Standard in terms of Regulation 47 of the said Regulations. The said results are simultaneously posted on the website of the Company [www.warrentea.com](http://www.warrentea.com). Results are also sent to the Stock Exchanges for display on their websites.
- b) The Credit Rating for the Company's Line of Credit has been revised twice during the year as follows:
  - i) Long term rating from [ICRA]BBB+ to [ICRA]BBB and the short term rating from [ICRA]A2 to [ICRA]A3+.
  - ii) Long term rating from [ICRA]BBB to [ICRA]BB+ (Stable) and the short term rating from [ICRA]A3+ to [ICRA]A4+.

The rating outlook is however, Stable which reflects ICRA's expectation that the Company will benefit from its continued focus on improving its quality of produce which would support a positive price trajectory.
- c) The document on Management Discussion and Analysis Report is annexed to the Directors' Report.

### **13. General Shareholder Information**

- a) Annual General Meeting : date, time and venue:  
11th September, 2019, at 10.00 am at the G S R Memorial Complex, Deohall Tea Estate, P. O. Hoogrija, Dist. Tinsukia, Assam 786 601.
- b) Financial Year : 1st April 2018 to 31st March 2019
- c) Dividend Payment Date : Not Applicable
- d) Listing of Stock Exchanges and Stock Codes : The shares of the Company are listed at the Stock Exchanges given herein below :

<u>Stock Exchange</u>	<u>Stock Code</u>
(i) BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 023	508494

**Annexure 'G' to the Directors' Report (Continued)**

<u>Stock Exchange</u>	<u>Stock Code</u>
(ii) The Calcutta Stock Exchange Limited 7 Lyons Range, Kolkata 700 001	33002

Listing Fees as prescribed have been paid to the aforesaid Stock Exchanges upto 31st March, 2020.

ISIN Code No. allotted by NSDL & CDSL : INE712A01012

e) Share Price Data for 2018-19 :

i) BSE Limited

<u>Month</u>	<u>High</u> (₹)	<u>Low</u> (₹)
April, 2018	129.50	106.00
May, 2018	126.95	104.40
June, 2018	107.95	93.30
July, 2018	98.90	88.20
August, 2018	105.75	88.35
September, 2018	108.75	80.00
October, 2018	94.95	76.00
November, 2018	89.70	80.10
December, 2018	84.40	74.85
January, 2019	89.40	71.95
February, 2019	77.65	57.55
March, 2019	72.50	60.00

ii) The Calcutta Stock Exchange Limited : No Trade

f) Share Performance:

Share Price Performance in comparison to BSE SENSEX : (April, 2018 to March, 2019)

Indices	on 01.04.2018	:	33030.87 (Open)
	on 31.03.2019	:	38672.91 (Close)
	Change	:	17.08 %

g) Share Transfer System:

All transfers, transmissions or transpositions of the shares of the Company are completed in compliance with the requirement of Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Share transfer requests, valid and complete in all respects are normally processed within a maximum period of 15 days. The shares of the Company are compulsorily traded in dematerialized form for all shareholders with effect from 28th August, 2000.

h) Dematerialization of shares & liquidity:

CB Management Services (P) Limited having their office at P-22 Bondel Road, Kolkata 700 019 are the Registrars and Share Transfer Agents of the Company. As on 31st March, 2019, 96.73% of the total number of shares relating to 54.46% shareholders stood dematerialized.

**Annexure 'G' to the Directors' Report (Continued)**

- i) Outstanding GDRs/ADRs/Warrants or any convertible instruments : No such instruments have been issued.
- j) Commodity price risk or foreign exchange risk and hedging activities: Subject to usual market risks; no hedging activities undertaken.
- k) (A) Distribution of Shareholding as on 31st March, 2019 :

<u>Break-up of Equity Shares held</u>	<u>No. of Shareholders</u>	<u>Percentage of Shareholders</u>	<u>No. of Equity Shares held</u>	<u>Percentage of Equity Shares</u>
1-500	10626	96.63	849333	7.11
501-1000	215	1.96	160930	1.35
1001-2000	73	0.66	107274	0.90
2001-3000	26	0.24	66136	0.55
3001-4000	6	0.05	21915	0.18
4001-5000	9	0.08	42246	0.35
5001-10000	14	0.13	106747	0.89
10001-50000	14	0.13	299549	2.51
50001-100000	3	0.03	211499	1.77
100001 and above	10	0.09	10085175	84.39
<b>Total</b>	<b>10996</b>	<b>100.00</b>	<b>11950804</b>	<b>100.00</b>

- (B) Shareholding Pattern as on 31st March, 2019 :

<u>Category</u>	<u>No. of Shares held</u>	<u>Percentage of Shareholding</u>
<b>A Promoters' Holding</b>		
1. Promoters		
— Indian Promoters	8809999	73.72
— Foreign Promoters	—	—
2. Persons acting in concert	—	—
<b>Total (A)</b>	<b>8809999</b>	<b>73.72</b>
<b>B Non-Promoters' Holding</b>		
1. Institutional Investors		
a) Mutual Funds and UTI	42	—
b) Banks, Financial Institutions, Insurance Companies, (Central/State Government Institutions/Non-Government Institutions)	435	—
c) FIs	—	—
<b>Sub-Total</b>	<b>477</b>	<b>—</b>
2. Others		
a) Private Corporate Bodies	179150	1.50
b) Individuals	2961178	24.78
<b>Sub-Total</b>	<b>3140328</b>	<b>26.28</b>
<b>Total (B)</b>	<b>3140805</b>	<b>26.28</b>
<b>Grand Total (A+B)</b>	<b>11950804</b>	<b>100.00</b>

**Annexure 'G' to the Directors' Report (Continued)**

- 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
Baliyan North	Panitola
Sealkotee	Panitola
Duamara	Doom Dooma
Rupai	Doom Dooma
Tara	Doom Dooma

- m) Address for Correspondence for shareholders :

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 G

Kolkata  
30th May, 2019

Vinay K Goenka  
*Executive Chairman*



Warren Tea Limited

**Annexure 'G' to the Directors' Report** (Continued)

**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 Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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, 2019.

30th May, 2019

Vinay K Goenka  
*Executive Chairman*

**Annexure 'G' 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** ('the Company'), for the year ended March 31, 2019 as per Regulations 17-27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an Audit nor an expression of opinion on the Financial Statements of the Company.

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and other Assurance and Related Services Engagements.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Listing Regulations, as applicable.

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

Place: Kolkata  
Date: 30 May, 2019

For B M Chatrath & Co LLP  
Chartered Accountants  
Firm Registration Number: 301011E/E300025  
Sukhpreet S. Sidhu  
*Partner*  
Membership Number 052187



Warren Tea Limited

**Annexure 'H' to the Directors Report**

**CERTIFICATE**

**To**

**The Members of Warren Tea Limited**

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by **Warren Tea Limited**, having its Registered office at Deohall Tea Estate, Dist: Tinsukia, Hoogrijaan – 786 601, Assam and also the information provided by the Company, its officers, agents and authorized representatives and based on the verification of the Ministry of Corporate Affairs website, we hereby report that during the Financial Year ended on March 31, 2019, in our opinion, none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of Company by Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.

For MKB & Associates  
Company Secretaries

Manoj Kumar Banthia  
(Partner)

ACS no. 11470

COP no. 7596

FRN: P2010WB042700

Date: 25.05.2019

Place: Kolkata



## **INDEPENDENT AUDITORS' REPORT**

To the Members of

**Warren Tea Limited**

### **Report on the Audit of the Standalone Financial Statements**

#### **Opinion**

We have audited the accompanying standalone financial statements of **Warren Tea Limited** ("the Company", which comprise the Balance Sheet as at 31st March, 2019, and the Statement of Profit and Loss (including Other comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, and its loss, negative total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the audit of the Standalone Financial statements section of our report. We are independent of the Company in accordance with the Code of ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### **Key Audit Matters**

Key Audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

**Auditors' Report (Continued)**

Sr. No.	Key Audit Matter	Auditor's Response
1.	<p><b><u>Developments – context of tea Industry</u></b></p> <p>The company has incurred negative comprehensive income in the previous three consecutive financial years and the future performance of the company is dependent on factors relevant to an agro based industry like climatic conditions, markets etc. for which judgment was to be made in forming our Audit Opinion.</p>	<p>This was considered as a Key Audit Matter taking into consideration the characteristics of tea industry which is essentially cyclical in nature and presently in a downturn. Our opinion has been formed based on our discussions with the Management and taking into consideration the performance of the company upto the date of this Report and also steps being taken by the company to augment its performance.</p>
2.	<p><b><u>Valuation of Biological Assets and Agricultural Produce</u></b></p> <p>Biological assets of the company include unharvested green tea leaves which are measured at fair value less cost to sell.</p> <p>The Company's agricultural produce comprises of harvested green leaves and is valued at fair value less cost to sell at the point of harvest.</p> <p>Finished goods produced from agricultural produce are valued at lower of cost arrived at by adding the cost of conversion to the fair value of agricultural produce and the net realizable value.</p> <p>For harvested or unharvested green leaves, since there is no active market for own leaves, significant estimates are used by management in determining the valuation of biological assets and agricultural produce consumed in manufacture of black tea.</p> <p>The principal assumptions and estimates in the determination of the fair value include assumptions about the yields and market prices of green leaf and the stage of transformation.</p>	<p><b><u>Principal Audit procedures performed:</u></b></p> <p>Our audit approach was a combination of test of internal controls and substantive procedures including:-</p> <ul style="list-style-type: none"> <li>● Obtaining an understanding of the fair value measurement methodologies used and assessing the reasonableness and consistency of the significant assumptions used in the valuation.</li> <li>● Evaluating the design and implementation of Company's controls around the valuation of biological assets and agricultural produce.</li> <li>● Assessing the plucking yields to analyse the stage of transformation considered for the fair valuation of biological assets.</li> <li>● Assessing the basis, reasonableness and accuracy of adjustments made to market prices of green leaves considering the quality differential of the Company's production.</li> </ul>

**Auditors' Report (Continued)**

	<p>The determination of these assumptions and estimates require careful evaluation by management and could lead to material impact on the financial position and the results of the Company.</p>	<ul style="list-style-type: none"> <li>● Testing the consistency of application of the fair value approaches and models over the years.</li> </ul>
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**Information Other than the Financial Statements and Auditor's Report Thereon**

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Report of the Directors and Management Discussion & Analysis Report, but does not include the standalone financial statements and our auditor's report thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report the fact. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the company in accordance with the accounting principles generally accepted in India including the Indian Accounting Standards (Ind-AS) specified in the Companies (Indian Accounting Standards) rules, 2015 (as amended) under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding of the assets of the company and for preventing frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or cease operations, or has no realistic alternative but to do so.

## **Auditors' Report (Continued)**

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility for the Audit of the standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work ; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

## Auditors' Report (Continued)

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the act, based on our audit, we report that :

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.
- (c) The Balance sheet, the statement of Profit and Loss including Other Comprehensive Income, the statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Ind-As specified under Section 133 of the act.
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of section 164(2) of the act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting the company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the act, as amended,  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (h) With respect to the other matters to be included in the auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :
  - i) The company has disclosed the impact of pending litigations of its financial position in its standalone financial statements – Refer Note 31(9).

**Auditors' Report (Continued)**

- ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Place: Kolkata  
Date: 30 May, 2019

For B M Chatrath & Co LLP  
Chartered Accountants  
Firm Registration Number: 301011E/E300025  
Sukhpreet S. Sidhu  
*Partner*  
Membership Number 052187

## **Auditors' Report (Continued)**

### **'ANNEXURE - A' TO THE AUDITORS REPORT**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone Ind AS financial statements for the year ended March 31, 2019 we report that:

(i). 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. And as per the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deed of immovable properties are held in the name of the Company as at the Balance Sheet date.

(ii). As explained to us, the inventory of the Company has been physically verified during the year by the Management. In our opinion, the frequency of such verification is reasonable and no material discrepancies were noticed on such verification.

(iii). The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act. Hence, clause (iii)(a), (iii)(b) & (iii)(c) of the order is not applicable to the company.

(iv). In our opinion and according to the information and explanations given to us, in respect of loans, guarantees, investments and security, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013.

(v). The Company has not accepted any deposits from the public, hence the clause 3 (v) of the order is not applicable to the company.

(vi). We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148 of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.

(vii).(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, Employees State Insurance, Income tax, Sales-tax, Service tax, Goods & Service Tax, Customs duty, Excise duty, Value added tax, Cess and other statutory dues as applicable, with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of the above items were in arrears as at March 31, 2019 for a period exceeding six months from the date they became payable.

(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, Service Tax, Goods & Service Tax, Customs Duty, Excise duty, Value added tax as at March 31, 2019, which have not been deposited on account of Dispute are as follows:

**Auditors' Report (Continued)**

Name of the Statute	Nature of the dues	Amount (Rs. in Lacs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	33.53	2014 - 2015	Deputy Commissioner of Income Tax
		0.09	2012 - 2013	Commissioner of Income Tax - Appeals
		24.98	2013 - 2014	Commissioner of Income Tax - Appeals
Central Sales Tax Act, 1956	Assam General Sales Tax & Central Sales Tax	1.56	2008 - 2009	Deputy Commissioner of Taxes
		66.60	1998 - 1999	
	Assam General Sales Tax & Central Sales Tax	1.71	1997 - 1998	Commissioner of Taxes
		4.15	1998 - 1999	
Assam General Sales Tax Act, 1993	Assam General Sales Tax & Central Sales Tax	9.71	2004 - 2005	Gauhati High Court
		0.94	1997 - 1998	
		6.95	2004 - 2005	
Assam Land Revenue Reassessment Act, 1936	Land Revenue Tax	28.33	2003-2004 to 2007-2008	Additional Deputy Commissioner

(viii). 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 has it issued any debenture during the year.

(ix). The Company has not raised money by way of initial public offer or further public offer (including debt instruments). Further, money raised by way of term loans, on an overall basis, have been applied for the purposes for which they were obtained.

(x). During the course 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 any instances of material fraud on or by the Company by its officers or employees being noticed or reported during the year, nor have we been informed of such case by the Management.



**Auditors' Report (Continued)**

(xi). According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for Managerial Remuneration in accordance with the requisite approvals of Shareholders/Central Government as mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

(xii). The company is not a Nidhi Company as per the provisions of section 406 (1) of the Companies Act, 2013. Hence, clause 3 (xii) of the order is not applicable to the company.

(xiii). According to the records of the Company examined by us and the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements as required by the applicable Indian Accounting Standards.

(xiv). The company has not made any preferential allotment or private placement of shares or fully or partly paid debentures during the year under review. Hence, clause 3 (xiv) of the order is not applicable to the company.

(xv). The company has not entered into any non-cash transactions with directors or persons connected to its directors, and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi). The company is not required to register itself under section 45-IA of the Reserve Bank of India Act, 1934.

For B M Chatrath & Co LLP  
Chartered Accountants  
Firm Registration Number: 301011E/E300025  
Sukhpreet S. Sidhu  
*Partner*  
Membership Number 052187

Place: Kolkata  
Date: 30 May, 2019

## **Auditors' Report (Continued)**

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

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

We have audited the internal financial controls over financial reporting of **Warren Tea Limited** ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

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

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial

### **Auditors' Report (Continued)**

statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

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

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

In our opinion, and to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Kolkata  
Date: 30 May, 2019

For B M Chatrath & Co LLP  
Chartered Accountants  
Firm Registration Number: 301011E/E300025  
Sukhpreet S. Sidhu  
*Partner*  
Membership Number 052187



**BALANCE SHEET**  
**asat 31st March, 2019**

	Notes	As at 31st March, 2019 ₹ in Lakhs	As at 31st March, 2018 ₹ in Lakhs
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	1	7082.20	6931.66
Capital Work-in-Progress		1727.67	1516.90
Other Intangible Assets	2	8.09	1.93
Financial Assets			
Investments	3	3314.98	3315.34
Loans	4	615.18	616.68
Other Financial Assets	5	3.80	3.80
Deferred Tax Assets (Net)	6	647.64	10.53
Other Non-Current Assets	7	555.28	379.54
		<u>13954.84</u>	<u>12776.38</u>
<b>Current Assets</b>			
Inventories	8	1298.46	825.67
Biological Assets other than Bearer Plants	9	240.49	161.60
Financial Assets			
Trade Receivables	10	2890.28	3953.57
Cash and Cash Equivalents	11	5.30	8.65
Other Bank Balances	12	1.19	1.19
Loans	13	6.98	7.99
Other Financial Assets	14	3.38	3.06
Other Current Assets	15	559.29	108.89
		<u>5005.37</u>	<u>5070.62</u>
		<u>18960.21</u>	<u>17847.00</u>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	16	1195.08	1195.08
Other Equity		7156.97	8375.04
		<u>8352.05</u>	<u>9570.12</u>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
Financial Liabilities			
Borrowings	17	1274.94	1800.00
Trade Payables - Other than from micro enterprises and small enterprises		89.89	110.00
Others	18	149.84	113.61
Provisions	19	1140.91	868.95
		<u>2655.58</u>	<u>2892.56</u>



# Warren Tea Limited

## BALANCE SHEET (Continued)

	Notes	As at 31st March, 2019 ₹ in Lakhs	As at 31st March, 2018 ₹ in Lakhs
<b>Current Liabilities</b>			
Financial Liabilities			
Borrowings	20	2150.08	1134.90
Trade Payables - Other than from micro enterprises and small enterprises		2215.09	1341.15
Other Financial Liabilities	21	2066.62	1196.71
Other Current Liabilities	22	30.91	6.00
Provisions	23	531.07	746.13
Current Tax Liabilities (Net)		958.81	959.43
		<u>7952.58</u>	<u>5384.32</u>
		<u>18960.21</u>	<u>17847.00</u>

## Notes to Financial Statements

31

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

As per our report of even date.

B M Chatrath & Co LLP

Firm Registration Number - 301011E/E300025

Chartered Accountants

Sukhpreet S. Sidhu

Partner

Membership Number - 052187

Kolkata, 30th May, 2019

S. Roy

Company Secretary

S. K. Mukhopadhyay

Chief Financial Officer

Vinay K. Goenka

Executive Chairman

S. K. Ghosh

Managing Director

**STATEMENT OF PROFIT AND LOSS**  
**for the year ended 31st March, 2019**

	Notes	Current Year ₹ in Lakhs	Previous Year ₹ in Lakhs
<b>Income</b>			
Revenue from Operations	24	11850.16	11899.11
Other Income	25	100.90	138.43
<b>Total Income</b>		<u>11951.06</u>	<u>12037.54</u>
<b>Expenses</b>			
Changes in Inventories of Finished Goods	26	(313.14)	(72.02)
Employee Benefits Expense	27	10011.79	8486.16
Finance Costs	28	403.71	374.76
Depreciation and Amortisation Expense	29	347.12	363.87
Other Expenses	30	3879.06	3962.67
<b>Total Expenses</b>		<u>14328.54</u>	<u>13115.44</u>
<b>Loss for the period</b>		<u>(2377.48)</u>	<u>(1077.90)</u>
Tax Expense			
Current Tax		—	—
Deferred Tax		(785.45)	(288.66)
<b>Loss for the Year</b>		<u>(1592.03)</u>	<u>(789.24)</u>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to Profit or Loss :			
Remeasurement of Defined Benefit Plan		522.66	497.98
Effect for Change in Value of Investments		(0.36)	39.89
Income Tax relating to Items that will not be reclassified to Profit or Loss		(148.34)	(163.23)
		<u>373.96</u>	<u>374.64</u>
<b>Total Comprehensive Income</b>		<u>(1218.07)</u>	<u>(414.60)</u>
Basic and Diluted Earnings per Equity Share of ₹ 10 each (₹)		(13.32)	(6.60)

**Notes to Financial Statements**

31

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

As per our report of even date.

B M Chatrath &amp; Co LLP

Firm Registration Number - 301011E/E300025

Chartered Accountants

Sukhpreet S. Sidhu

Partner

Membership Number - 052187

Kolkata, 30th May, 2019

S. Roy

Company Secretary

S. K. Mukhopadhyay

Chief Financial Officer

Vinay K. Goenka

Executive Chairman

S. K. Ghosh

Managing Director

**STATEMENT OF CHANGES IN EQUITY  
for the year ended 31st March, 2019**

(₹ in Lakhs)

**A. EQUITY SHARE CAPITAL**

Balance as at 01.04.2018	Changes in Equity Share Capital during the Year	Balance as at 31.03.2019
1195.08	—	1195.08

**B. OTHER EQUITY**

	Reserves and Surplus			Equity Instruments through other comprehensive Income	Total
	Securities Premium	General Reserve	Retained Earnings		
Balance as at 1st April, 2018	686.34	2415.58	5256.52	16.60	8375.04
Profit / (Loss) for the Period	—	—	(1592.03)	—	(1592.03)
Other Comprehensive Income	—	—	374.23	(0.27)	373.96
Balance as at 31st March, 2019	686.34	2415.58	4038.72	16.33	7156.97

**Nature and Purpose of Reserve**

**Securities Premium :** Securities Premium is used to record the premium on issue of shares. This is available for utilisation in accordance with the provisions of the Companies Act, 2013.

**General Reserve :** General Reserve is created and utilised in compliance with the provisions of the Companies Act, 2013.

**Retained Earnings :** Retained Earnings represent the cumulative profits as well as remeasurement of defined plans and can be utilised by the Company in accordance with the provisions of the Companies Act, 2013.

As per our report of even date.

**B M Chatrath & Co LLP**

Firm Registration Number - 301011E/E300025

Chartered Accountants

Sukhpreet S. Sidhu

Partner

Membership Number - 052187

Kolkata, 30th May, 2019

S. Roy

Company Secretary

S. K. Mukhopadhyay

Chief Financial Officer

Vinay K. Goenka

Executive Chairman

S. K. Ghosh

Managing Director

## Notes to the Financial Statements

PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION / AMORTISATION			NET CARRYING AMOUNT	
	As at	Additions	Disposals	As at	Upto	For the Disposals	Upto	As at	As at
	1st April 2018	2018	31st March 2019	31st March 2019	1st April 2018	Year 2019	31st March 2019	31st March 2019	31st March 2018
<b>Note 1</b>									
<b>PROPERTY, PLANT AND EQUIPMENT (NON-CURRENT ASSET)</b>									
Land (Freehold)	589.01	—	—	589.01	—	—	—	589.01	589.01
Buildings	2067.69	96.85	—	2164.54	177.24	84.76	262.00	1902.54	1890.45
Bridges, Culverts, Bunders etc.	367.30	—	—	367.30	30.65	15.35	46.00	321.30	336.65
Roads	140.52	—	—	140.52	98.62	39.59	138.21	2.31	41.90
Plant and Equipment	799.88	159.30	0.18	959.00	134.15	77.64	0.13	747.34	665.73
Furniture and Fixtures	32.67	7.56	—	40.23	25.68	9.78	35.46	4.77	6.99
Vehicles	336.07	4.77	—	340.84	87.12	60.72	147.84	193.00	248.95
Office Equipments	12.10	1.76	—	13.86	3.95	2.72	6.67	7.19	8.15
Computers and Data Processing Units	38.86	1.10	—	39.96	21.20	8.13	29.33	10.63	17.66
Electrical Installations and Equipment	56.09	3.95	—	60.04	11.72	6.50	18.22	41.82	44.37
Bearer Plants	3152.22	221.49	—	3373.71	70.42	41.00	111.42	3262.29	3081.80
Total	7592.41	496.78	0.18	8089.01	660.75	346.19	0.13	7082.20	6931.66
Previous Year	7241.02	400.10	48.71	7592.41	349.62	359.73	660.75	6931.66	

## Note 2

### OTHER INTANGIBLE ASSETS (NON-CURRENT ASSET)

Computer Software (Rate of Amortisation - 20%)	10.26	7.09	—	17.35	8.33	0.93	—	9.26	8.09	1.93
Tenancy Right (Rate of Amortisation - 5%)	1.05	—	—	1.05	1.05	—	—	1.05	—	—
Total	11.31	7.09	—	18.40	9.38	0.93	—	10.31	8.09	1.93
Previous Year	11.31	—	—	11.31	5.24	4.14	—	9.38	1.93	



**Notes to the Financial Statements**

As at 31st March, 2019 ₹ in Lakhs	As at 31st March, 2018 ₹ in Lakhs
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**Note 3**
**INVESTMENTS**
**(NON-CURRENT ASSET)**

(At Fair Value through Other Comprehensive Income)

**Unquoted - Equity Instruments**

10000	Equity Shares of ₹ 10/- each fully paid-up in ABC Tea Workers Welfare Services	*	*
150000	Equity Shares of ₹ 10/- each fully paid-up in Warren Steels Private Limited	167.05	167.05

**Quoted - Equity Instruments**

15150	Equity Shares of ₹ 10/- each fully paid-up in Pal Peugeot Limited	*	*
35	Equity Shares of ₹ 10/- each fully paid-up in Hindusthan Engineering & Industries Limited	*	*
225	Equity Shares of ₹ 5/- each fully paid-up in McLeod Russel India Limited	0.19	0.32
864	Equity Shares of ₹ 10/- each fully paid-up in Syndicate Bank	0.37	0.50
100	Equity Shares of ₹ 10/- each fully paid-up in Goodricke Group Limited	0.22	0.32
120	(Previous Year - 100) Equity Shares of ₹ 10/- each fully paid-up in NTPC Limited	0.17	0.17

**Quoted - Debenture and Bonds**

100	Debenture of ₹ 12.50 each fully paid-up in NTPC Limited	*	*
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**Unquoted - Equity Instruments (At Cost)**
**Investment in Associate**

6500000	Equity Shares of ₹ 10/- each fully paid-up in Maple Hotels & Resorts Limited	3146.98	3146.98
		<u>3314.98</u>	<u>3315.34</u>

1	Market Value of Quoted Investments	0.95	1.31
2	Aggregate Carrying Value of Quoted Investments	0.95	1.31
3	Aggregate Carrying Value of Unquoted Investments	3314.03	3314.03
4	* Indicates that amount is below the rounding off norm adopted by the Company.		

**Notes to the Financial Statements**

	As at 31st March, 2019 ₹ in Lakhs	As at 31st March, 2018 ₹ in Lakhs
<b>Note 4</b>		
<b>LOANS</b>		
<b>(NON-CURRENT ASSET)</b>		
(Unsecured - Considered Good)		
Security Deposits (Include Deposit to Related Party ₹ 430.80; Previous Year - ₹ 430.80) [Refer Note No. 31(19)]	610.06	611.45
Other Loans		
Loans to Employees for housing, vehicle and furniture [Refer Note No. 31(19)]	5.12	5.23
	<u>615.18</u>	<u>616.68</u>
<b>Note 5</b>		
<b>OTHER FINANCIAL ASSETS</b>		
<b>(NON-CURRENT ASSET)</b>		
Deposits with National Bank for Agriculture and Rural Development	3.80	3.80
	<u>3.80</u>	<u>3.80</u>
<b>Note 6</b>		
<b>DEFERRED TAX ASSETS (NET)</b>		
<b>(NON-CURRENT ASSET)</b>		
Deferred Tax Assets		
Timing difference on account of :		
Expenses allowable on payment	—	118.27
Provision for Doubtful Debts	1.91	1.91
Business Loss	2015.61	1130.14
Present Value of Loans to Employees	—	1.89
Value of Inventory of Black Tea	24.25	—
	<u>2041.77</u>	<u>1252.21</u>
Less : Deferred Tax Liabilities		
Timing difference on account of :		
Effect of change in Property, Plant & Equipment	919.35	836.79
Effect of change in Investments	7.07	11.29
Effect of change in Capital work-in-progress	467.71	393.60
	<u>647.64</u>	<u>10.53</u>
<b>Note 7</b>		
<b>OTHER ASSETS</b>		
<b>(NON-CURRENT ASSET)</b>		
(Unsecured - Considered Good)		
Deposits with Government Authorities and Others	8.82	5.10
Capital Advances	372.83	183.56
Other Advances	173.63	190.88
	<u>555.28</u>	<u>379.54</u>



## Notes to the Financial Statements

	As at 31st March, 2019 ₹ in Lakhs	As at 31st March, 2018 ₹ in Lakhs
<b>Note 8</b>		
<b>INVENTORIES</b>		
<b>(CURRENT ASSET)</b>		
(At lower of cost or net realisable value)		
Stock of Tea	754.07	440.93
Stock of Stores and Spares	544.39	384.74
	<u>1298.46</u>	<u>825.67</u>
<b>Note 9</b>		
<b>BIOLOGICAL ASSETS OTHER THAN BEARER PLANTS</b>		
<b>(CURRENT ASSET)</b>		
Opening value	161.60	69.19
Increase due to physical changes	240.49	161.60
Decrease due to Harvest / Physical Changes	(161.60)	(69.19)
Closing value	<u>240.49</u>	<u>161.60</u>
<b>Note 10</b>		
<b>TRADE RECEIVABLES</b>		
<b>(CURRENT ASSET)</b>		
(Unsecured)		
Trade Receivables		
Considered Good	2890.28	3953.57
Considered Doubtful	34.85	34.85
Less: Provision for Doubtful Debts	<u>34.85</u>	<u>34.85</u>
	<u>—</u>	<u>—</u>
	<u>2890.28</u>	<u>3953.57</u>
<b>Note 11</b>		
<b>CASH AND CASH EQUIVALENTS</b>		
<b>(CURRENT ASSET)</b>		
Cash and Cash Equivalents		
Balances with Banks		
Current Accounts	1.49	4.77
Cash on hand	3.80	3.87
Cash with Garden Kayahs	0.01	0.01
	<u>5.30</u>	<u>8.65</u>
<b>Note 12</b>		
<b>OTHER BANK BALANCES</b>		
<b>(CURRENT ASSET)</b>		
Deposit Accounts	1.19	1.19
	<u>1.19</u>	<u>1.19</u>

**Notes to the Financial Statements**

	As at 31st March, 2019 ₹ in Lakhs	As at 31st March, 2018 ₹ in Lakhs
<b>Note 13</b>		
<b>LOANS (CURRENT ASSET)</b>		
(Unsecured - Considered Good)		
Loans to Employees for housing, vehicle and furniture [Refer Note No. 31(19)]	6.98	7.99
	<u>6.98</u>	<u>7.99</u>
<b>Note 14</b>		
<b>OTHER FINANCIAL ASSETS (CURRENT ASSET)</b>		
(Unsecured - Considered Good)		
Interest Accrued on Deposits	3.38	3.06
	<u>3.38</u>	<u>3.06</u>
<b>Note 15</b>		
<b>OTHER ASSETS (CURRENT ASSET)</b>		
Deposits / Balances with Government Authorities and Others	102.07	1.28
Other Advances	16.18	53.78
Advance against Employee Benefits	392.87	—
Prepaid Expenses	48.17	53.83
	<u>559.29</u>	<u>108.89</u>
<b>Note 16</b>		
<b>EQUITY SHARE CAPITAL</b>		
<b>Authorised</b>		
2,00,00,000 Equity Shares of ₹ 10/- each	<u>2000.00</u>	<u>2000.00</u>
<b>Issued, Subscribed and Fully Paid-up</b>		
1,19,50,804 Equity Shares of ₹ 10/- each (including Bonus Shares - 57,86,601)	<u>1195.08</u>	<u>1195.08</u>
	<u>1195.08</u>	<u>1195.08</u>
	No. of Shares	No. of Shares
Reconciliation of the number of Equity Shares		
Outstanding at the beginning and at the end of the year	<u>11950804</u>	<u>11950804</u>
Shareholders holding more than 5% shares of the Company		
Name	No. of Shares %	No. of Shares %
Vinay K. Goenka	3601229 30.13	3601229 30.13
Maple Hotels & Resorts Limited	3196448 26.75	3196448 26.75
Vivek Goenka	1476876 12.36	1476876 12.36

**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.

**Notes to the Financial Statements**

	As at 31st March, 2019 ₹ in Lakhs	As at 31st March, 2018 ₹ in Lakhs
<b>Note 17</b>		
<b>BORROWINGS</b>		
<b>(NON-CURRENT LIABILITY - SECURED)</b>		
Term Loans from a Bank	375.00	500.00
[Secured by joint equitable mortgage / first charge on the entire fixed assets of the Company, ranking pari passu amongst the Banks, repayable in quarterly instalments ending in July 2021]		
Term Loans from a Bank	899.94	1300.00
[Secured by first charge on equitable mortgage of all the fixed assets, movable and immovable, and second charge on stock and book debts of the Company ranking pari passu amongst the banks, repayable in quarterly instalments with a moratorium of one year, ending in February 2023]		
	<u>1274.94</u>	<u>1800.00</u>
<b>Note 18</b>		
<b>OTHER FINANCIAL LIABILITIES</b>		
<b>(NON-CURRENT LIABILITY)</b>		
Deferred Income received from Government Authorities	149.84	113.61
	<u>149.84</u>	<u>113.61</u>
<b>Note 19</b>		
<b>PROVISIONS</b>		
<b>(NON-CURRENT LIABILITY)</b>		
Provision for Employee Benefits	1140.91	868.95
	<u>1140.91</u>	<u>868.95</u>
<b>Note 20</b>		
<b>BORROWINGS</b>		
<b>(CURRENT LIABILITY - SECURED)</b>		
Working Capital Facilities from Banks		
[Secured by joint equitable mortgage/charge on the current assets and fixed assets, present and future, ranking pari passu amongst the Banks severally, repayable on demand]		
	2150.08	1134.90
	<u>2150.08</u>	<u>1134.90</u>



**Notes to the Financial Statements**

	As at 31st March, 2019 ₹ in Lakhs	As at 31st March, 2018 ₹ in Lakhs
<b>Note 21</b>		
<b>OTHER FINANCIAL LIABILITIES (CURRENT LIABILITY)</b>		
Current Maturity of Long-Term Debt	525.03	400.00
Interest accrued but not due on borrowings	16.34	18.11
Other Payables		
Employee Benefits Payable	1519.12	771.94
Retention Money	6.13	6.66
	<u>2066.62</u>	<u>1196.71</u>
<b>Note 22</b>		
<b>OTHER LIABILITIES (CURRENT LIABILITY)</b>		
Advance from Customers	2.68	0.88
Statutory Dues	28.23	5.12
	<u>30.91</u>	<u>6.00</u>
<b>Note 23</b>		
<b>PROVISIONS (CURRENT LIABILITY)</b>		
Provision for Employee Benefits	531.07	746.13
	<u>531.07</u>	<u>746.13</u>



## Notes to the Financial Statements

	Current Year ₹ in Lakhs	Previous Year ₹ in Lakhs
<b>Note 24</b>		
<b>REVENUE FROM OPERATIONS</b>		
Sale of Products - Tea	11 776.69	11 845.39
Other Operating Revenues		
Sale of Tea Waste	20.60	15.59
Government Grant / Assistance	52.84	38.06
Sale of Scrap	0.03	0.07
	<u>11 850.16</u>	<u>11 899.11</u>
<b>Note 25</b>		
<b>OTHER INCOME</b>		
Changes in Fair value of Biological Assets other than Bearer Plants	78.89	92.41
Interest Income on Financial Assets on Deposit	4.69	4.19
Dividend Income from Non - Current Investments	0.01	0.01
Net Gain on Sale of Non - Current Investments	—	0.30
Other Non-operating Income		
Profit on Disposal of Property, Plant and Equipment (Net)	—	1.64
Insurance Claims	1.03	15.52
Miscellaneous Receipts	11.43	6.97
Liabilities no longer required written back	0.82	0.53
Net Gain on Foreign Currency Transactions and Translation	4.03	16.86
	<u>100.90</u>	<u>138.43</u>
<b>Note 26</b>		
<b>CHANGES IN INVENTORIES OF FINISHED GOODS</b>		
Opening Inventories	440.93	368.91
Less : Closing Inventories	754.07	440.93
	<u>(313.14)</u>	<u>(72.02)</u>
<b>Note 27</b>		
<b>EMPLOYEE BENEFITS EXPENSE</b>		
Salaries and Wages	7907.91	6343.01
Contributions to Provident and Other Funds	1037.85	1036.00
Staff Welfare Expenses	1066.03	1107.15
	<u>10011.79</u>	<u>8486.16</u>



## Notes to the Financial Statements

	Current Year ₹ in Lakhs	Previous Year ₹ in Lakhs
<b>Note 28</b>		
<b>FINANCE COSTS</b>		
Interest Expense	378.96	358.09
Other Borrowing Costs	24.75	16.67
	<u>403.71</u>	<u>374.76</u>
<b>Note 29</b>		
<b>DEPRECIATION AND AMORTISATION EXPENSE</b>		
Depreciation on Property, Plant and Equipment	346.19	359.73
Amortisation on Intangible Assets	0.93	4.14
	<u>347.12</u>	<u>363.87</u>
<b>Note 30</b>		
<b>OTHER EXPENSES</b>		
Consumption of Stores and Spare Parts		
Packing Materials	122.99	132.14
Others	1299.76	1304.14
Power and Fuel	1142.88	1121.50
Rent	34.97	43.27
Repairs to Buildings	27.53	24.40
Repairs to Machinery	28.98	21.36
Insurance	25.01	25.14
Rates and Taxes	189.16	178.23
Administrative Overheads	456.01	532.00
Selling		
Freight	317.25	320.13
Insurance	20.75	16.73
Other Selling Expenses	213.75	243.63
Loss on Disposal of Property, Plant and Equipment (Net)	0.02	—
	<u>3879.06</u>	<u>3962.67</u>



## Notes to the Financial Statements

### Note 31

#### 1. Company Overview

Warren Tea Limited is engaged in the growing, harvesting, manufacture and sale of tea. The Company operates with seven tea estates situated in Assam and sells tea in bulk both in domestic and international markets. The Company is listed on the Bombay and Calcutta Stock Exchanges.

#### 2. Statement of Compliance with Ind AS

These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) as contained in Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 and other relevant provisions of the Companies Act, 2013 (the Act).

#### 3. Significant Accounting Policies

##### 3.1 Classification of Current and Non-Current Assets and Liabilities

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1. The Company has ascertained its operating cycle as twelve months for the purpose of classification of current and non-current assets and liabilities.

##### 3.2 Historical Cost Conventions

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention, except for the following:

- i) certain financial assets and liabilities that are measured at fair value;
- ii) Plan assets relating to defined benefit plans that are measured at fair value;
- iii) biological assets (including un-plucked green leaves) – measured at fair value less cost to sell.

Historical cost is generally based on the fair value of the consideration received in exchange for goods and services.

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

The preparation of financial statements in conformity with Ind AS requires management to make estimates based on its judgements, and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision as well as for future periods if the revision affects both current and future periods.

##### 3.3 Sales and Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed

## Notes to the Financial Statements

### Note 31 (Continued)

as revenue are net of sales returns and trade discounts.

Revenue for Sale of Goods is recognised in the Income Statement when the title, risk and rewards of ownership passed to the buyer.

#### 3.4 Foreign Currency 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.

Exchange Gains or Losses arising out of fluctuations in the exchange rates on settlement or translation are recognised in the Statement of Profit and Loss in the period in which they arise.

#### 3.5 Government Grants/ Assistance

Government Grants/ Assistance (Grant) are recognised at their fair value where there is a reasonable assurance that the Grant will be received and the Company will comply with the conditions attached to them.

Grants relating to income are recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the Grants are intended to compensate.

Grants relating to assets are presented as deferred income in the Balance Sheet and are recognised in profit or loss on a systematic basis over the useful life of the related assets.

#### 3.6 Property, Plant and Equipment

##### (i) Bearer Plants

Bearer Plants have been recognised on 1st April, 2016 as an item of Property, Plant and Equipment in accordance with previous GAAP, on which depreciation has been provided. Expenses on replanting and young tea maintenance of Bearer Plants are considered as Capital Work-in-Progress. Depreciation on Bearer Plants is charged on estimated useful life of 77 years ascertained upon technical evaluation. Depreciation on Bearer Plants is recognised so as to write off its cost over useful lives, using the straight-line method. In accordance with Ind AS, Bearer Plants are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

##### (ii) Items Other than Bearer Plants

Freehold land is carried at historical cost. All other items are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the construction or acquisition of the items of the related property, plant and equipment.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Depreciation of these assets, are on the same basis as other property assets, and commences when the assets are ready for their intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from its use. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

## Notes to the Financial Statements

### Note 31 (Continued)

Items of Property, Plant and Equipment are depreciated in a manner that amortises the cost of the assets net of its residual value, over their useful lives on a straight line basis. For additions/disposals of items during the course of the year, depreciation/amortisation is recognised on a pro-rata basis. Estimated useful lives of the assets are considered as specified in Schedule II of the Companies Act, 2013.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period and the effect of any changes in estimate is accounted for on a prospective basis. Compensation receivable for acquisition of Assets of the Company is accounted for upon acceptance of the Company's claim by the appropriate authorities.

#### Impairment of Assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised in profit or loss for the amount by which the asset's carrying amount exceeds its recoverable amount. Assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

#### 3.7 Intangible Assets

Intangible Assets of the Company are recognised when it is an identifiable non-monetary asset without physical substance. An Asset is recognised when it is expected to provide future economic benefits to flow to the Company. These assets are capitalised at the price what would be received to sale an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Useful life is determined as the period over which an asset is expected to be available for use by the Company. Depreciation on Intangible Assets is recognised so as to write-off its cost over the useful life.

#### 3.8 Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issues of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets or financial liabilities. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date when the Company commits to purchase or sell the asset.

##### (i) Financial Assets Recognition and Classification

The financial assets are classified at initial recognition in the following measurement categories as:

- those subsequently measured at amortised cost.
- those to be subsequently measured at fair value [either through other comprehensive income (OCI), or through profit or loss]

##### Subsequent Measurement

###### - Financial assets measured at amortised cost –

Financial assets which are held within the business model of collection of contractual cash flows and where those cash flows represent payments solely towards principal and interest on the principal amount outstanding are measured at amortised cost. A gain or loss on a financial asset that is measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired.

## Notes to the Financial Statements

### Note 31 (Continued)

#### - Financial assets measured at fair value through other comprehensive income

- Financial assets that are held within a business model of collection of contractual cash flows and for selling and where the assets' cash flow represents solely payment of principal and interest on the principal amount outstanding are measured at fair value through OCI. Movements in carrying amount are taken through OCI, except for recognition of impairment gains or losses.

When a financial asset, other than investment in equity instrument, is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to statement of profit and loss.

Classification of equity instruments, not being investments in subsidiaries, associates and joint arrangements, depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through OCI. When investment in such equity instrument is derecognised, the cumulative gains or losses recognised in OCI is transferred within equity on such derecognition.

#### - Financial assets measured at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. Movements in fair value of these instruments are taken in profit or loss.

#### Impairment of financial assets

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Impairment losses are recognised in the profit or loss where there is an objective evidence of impairment based on reasonable and supportable information that is available without undue cost or effort. The Company recognises loss allowances on trade receivables when there is objective evidence that the Company will not be able to collect all the due amounts depending on product categories and the payment mechanism prevailing in the industry.

#### Income recognition on financial assets

Interest income from financial assets is recognised in profit or loss using effective interest rate method, where applicable. Dividend income is recognised in profit or loss only when the Company's right to receive payments is established and the amount of dividend can be measured reliably.

#### (ii) Financial Liabilities

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts.

Financial liabilities are classified according to the substance of the contractual arrangements entered into. Financial liabilities are classified, at initial recognition, as subsequently measured at amortised cost unless they fulfill the requirement of measurement at fair value through profit or loss. Where the financial liability has been measured at amortised cost, the difference between the initial carrying amount of the financial liabilities and their redemption value is recognised in the statement of profit and loss over the contractual terms using the effective interest rate method.

Financial liabilities at fair value through profit or loss are carried at fair value with changes in fair value recognised in the finance income or finance cost in the statement of profit or loss.

#### (iii) Derecognition of financial assets and financial liabilities

Financial assets are derecognised when the rights to receive benefits have expired or been transferred, and the Company has transferred substantially all risks and rewards of ownership of

## Notes to the Financial Statements

### Note 31 (Continued)

such financial asset. Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

#### (iv) Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

### 3.9 Employee Benefits

#### a) Short Term Employee Benefits

These are recognised at the undiscounted amount as expense for the year and are expensed as the related service is provided.

#### b) Other Long term employment benefits

The cost of providing long-term employee benefits is determined using Projected Unit Credit Method with actuarial valuation being carried out at each Balance Sheet date. Actuarial gains and losses and past service cost are recognised immediately in the Statement of Profit and Loss for the period in which they occur. Long term employee benefit obligation recognised in the Balance Sheet represents the present value of related obligation.

#### c) Post Employment Benefits

Contributions under Defined Contribution Plans payable in keeping with the related schemes are recognised as expenditure for the year.

In case of Defined Benefit Plans, the cost of providing the benefit is determined using the Projected Unit Credit Method with actuarial valuation being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in full in the Other Comprehensive Income for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, if any, and as reduced by the fair value of plan assets, where funded. Any asset resulting from this calculation is limited to the present value of any economic benefit available in the form of refunds from the plan or reductions in future contributions to the plan.

(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 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 rate 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.

(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.

## Notes to the Financial Statements

### Note 31 (Continued)

#### 3.10 Inventories

Inventories of Stores, as existing at the year-end, represent weighted average cost of procurements. Provision is made for obsolete and slow moving inventories whenever necessary in the Accounts. Finished goods produced from agricultural produce are valued at lower of cost, arrived at by adding the cost of conversion to the fair value of agricultural produce and the net realisable value. Net realisable value represents the estimated selling price for inventories less all selling costs.

#### 3.11 Biological Assets

Biological assets of the Company comprises un-harvested green tea leaves that are classified as current assets.

The Company recognises biological assets when, and only when, the Company controls the assets as a result of past events. It is probable that future economic benefits associated with such assets will flow to the Company and the fair value or cost of the assets can be measured reliably. Expenditure incurred on biological assets are measured on initial recognition and at the end of each reporting period at its fair value less costs to sell. The gain or loss arising from a change in fair value less costs to sell of biological assets are included in statement of profit and loss for the period in which it arises.

#### 3.12 Trade Receivables

Trade receivables are recognised at Fair Value less provision for impairment if any.

#### 3.13 Provision and Contingent Liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking in to account the risks and uncertainties surrounding the obligation.

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.

#### 3.14 Borrowing Cost

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other Interest and Operational Borrowing Costs are recognised as Revenue Expenditure in the year in which these are incurred and are charged to Profit and Loss.

#### 3.15 Taxes on Income

Taxes on income comprises of current taxes and deferred taxes. Current Tax in the statement of profit and loss is determined as the amount of income-tax payable/recoverable in respect of the taxable income for the current period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

Deferred Tax is recognised on temporary differences between the carrying amount of assets and liabilities and the corresponding tax bases used in the computation of taxable profit.

## Notes to the Financial Statements

### Note 31 (Continued)

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. Such deferred tax assets and liabilities are not recognised if the temporary differences arise from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity net of tax respectively.

#### 4. Financial Instruments and Related Disclosures

##### Capital Management

The Company's objective is to have a strong capital base in order to maximise the shareholders' wealth and to ensure the continuity of the business from its internal resources and if found necessary, from a judicious use of borrowing facilities to fund requirements for meeting operational requirements as well as for comprehensive growth of the Company.

##### 5. Financial risk management objectives

The Company faces a variety of financial risks, including market risk, credit risk and liquidity risk. The Company continues to focus on business risk management. The Company management seeks to enable the early identification, evaluation and effective management of key risks facing the business. The Company has strong internal control systems resting on policies and procedures issued by appropriate authorities, process of regular audits and monitoring of risks.

##### a) Market risk

The Company's business, primarily agricultural in nature, future cash flows will fluctuate because of adverse weather conditions and lack of future markets. The Company closely monitors the changes in market conditions and select the sales strategies to mitigate its exposure to risk.

##### b) Foreign currency risk

The Company undertakes transactions denominated in foreign currency which results in exchange rate fluctuations. Such exchange rate risk primarily arises from transactions made in foreign exchange. A significant portion of these transactions are in US Dollar and Euro.

##### c) Foreign currency sensitivity

The impact of sensitivity analysis arising on account of outstanding foreign currency denominated assets and liabilities is insignificant.

##### d) Interest rate risk

Interest rate risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The objective of the Company is to lessen the impact of adverse interest rate movements on its earnings and cash flows and to minimise counterparty risks.

## Notes to the Financial Statements

### Note 31 (Continued)

The Company is exposed to interest rate volatilities primarily with respect to its short term borrowings from banks as well as Financial Institutions.

The Company manages such risk by proper leverage of its internal resources.

#### e) Interest rate sensitivity

Since the borrowings are all short/medium term in nature, the volatility in the interest rate is minimal.

#### f) Liquidity risk

Liquidity risk is the risk that the Company may encounter difficulty including seasonality in meeting its obligations. The Company mitigates its liquidity risks by ensuring timely collections of its trade receivables, close monitoring of its credit cycle and ensuring optimal movements of its inventories.

#### g) Credit risk

Credit risk is the risk that counter party will not meet its obligations leading to a financial loss. The Company has its policies to limit its exposure to credit risk arising from outstanding receivables. Management regularly assess the credit quality of its customers. The credit risk of the Company is relatively low as the Company also sells largely its teas through the auction system which is on cash and carry basis and through exports which are mostly backed by letter of credit or on advance basis.

## 6. Fair value measurements

### Fair value hierarchy

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

**Level 1:** Quoted prices in active market for identical assets or liabilities.

**Level 2:** Inputs other than quoted price including within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

**Level 3:** Inputs for the assets or liabilities that are not based on observable market data. If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant input being the discount rate that reflects the credit risk of counterparty. This is the case with listed instruments where market is not liquid and for unlisted instruments.

The management considers that the carrying amounts of financial assets (other than those measured at fair values) and liabilities recognised in the financial statements approximate their fair value as on March 31, 2019 and March 31, 2018.

There has been no change in the valuation methodology for Level 3 inputs during the year. There were no transfers between Level 1 and Level 2 during the year.



**Notes to the Financial Statements**
**Note 31 (Continued)**

(₹ in Lakhs)

- 7 Under the Assam Fixation of Ceiling of Land Holding Act, 1956, undeveloped lands, approximately 2145 hectares (Previous Year - 2145 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 ₹
8 Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of Advance)	1.92	36.01
9 Contingent Liabilities		
(a) Claims not acknowledged as debt	—	1.50
(b) Sales Tax Demands in dispute (under Appeals)	98.19	98.19
Cash outflows, if any, in respect of the above is not determinable at this stage.		
10 Unpaid Disputed Statutory Dues in respect of		
(a) Income-tax		
Forum : Deputy Commissioner of Income-Tax	33.53	33.53
Commissioner of Income-tax (Appeals)	25.07	25.07
(b) Sales tax		
Forum : Deputy Commissioner of Taxes (Appeals)	68.16	68.16
Commissioner of Taxes	5.86	5.86
Gauhati High Court	17.60	17.60
(c) Land Revenue		
Forum : Additional Deputy Commissioner	28.33	28.33
11 Loans and Advances to Employees include		
(i) Amounts due by a Director of the Company		
(a) On Long-Term	—	4.84
(b) On Short-Term	4.84	2.09
(Advanced to an employee since elevated as a Director)		
(ii) Amounts due by an Officer of the Company		
(a) On Short-Term	—	0.44
12 There are no outstanding dues of micro and small enterprises based on information available with the Company.		
13 Amounts paid/payable to Auditors		
Statutory Auditors		
(a) Statutory Audit Fees	9.00	9.00
(b) Tax Audit Fees	1.00	1.00
(c) Limited Review & Other Matters	2.50	2.84
(d) Out of Pocket Expenses	0.31	0.29



## Notes to the Financial Statements

### Note 31 (Continued)

(₹ in Lakhs)

	Current Year		Previous Year	
	₹		₹	
14 Consumption of Stores and Spares		%		%
Indigenous	1422.75	100	1427.27	99
Imported	—	—	9.01	1
	<u>1422.75</u>	<u>100</u>	<u>1436.28</u>	<u>100</u>
15 Earnings in Foreign Exchange				
Exports on F.O.B. basis	82.93		496.07	
16 Expenditure in Foreign Currency				
(a) Subscription and Other Charges	18.11		1.68	
(b) Pension	1.06		1.37	
(c) Travelling	—		12.33	

### 17 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 31 the following Table sets forth the particulars in respect of Defined Benefit Plans of the Company for the year ended 31st March, 2019 arising out of actuarial valuations:

#### A) Funded Plans

##### I) Changes in Present Value of Obligation

	Funded Plans			
	Gratuity		Superannuation	
	2018-19	2017-18	2018-19	2017-18
Present Value of Obligation as on last valuation	2819.80	2853.91	810.95	805.21
Current Service Cost	157.37	136.06	83.49	79.95
Interest Cost	208.17	212.17	58.07	58.04
Vested Portion at the end of the year (Past Service)	—	22.37	—	—
Actuarial (Gains)/Losses on Obligations due to change in Financial Assumption	—	(650.93)	—	(34.51)
Actuarial (Gains)/Losses on Obligations due to unexpected Experience	252.41	450.07	(133.19)	(14.79)
Benefits paid	(239.68)	(203.85)	(93.78)	(82.95)
Present Value of Obligation as on valuation date	<u>3198.07</u>	<u>2819.80</u>	<u>725.54</u>	<u>810.95</u>

**Notes to the Financial Statements**
**Note 31 (Continued)**

(₹ in Lakhs)

	Funded Plans			
	Gratuity		Superannuation	
	2018-19	2017-18	2018-19	2017-18
II) Changes in Fair Value of Plan Asset				
Fair value of Plan Assets at the beginning of the year	2882.09	2373.67	828.50	827.44
Interest Income	222.21	183.01	62.97	62.88
Return on Plan Asset excluding Interest Income	613.75	49.04	6.36	(13.23)
Contributions	—	480.22	33.91	34.36
Benefits paid	(239.68)	(203.85)	(93.78)	(82.95)
Fair value of Plan Assets at the end of the measurement period	3478.37	2882.09	837.96	828.50
III) Reconciliation to Balance Sheet				
Funded Status				
Fund Asset	3478.37	2882.09	837.96	828.50
Fund Liability	3198.07	2819.80	725.54	810.95
	280.30	62.29	112.42	17.55
IV) Plan Assumptions				
Discount Rate (%)	7.71	7.71	7.60	7.60
Expected Return on Plan Asset (%)	7.71	7.71	7.60	7.60
Rate of Compensation Increase (Salary Inflation) (%)	5.00	5.00	5.00	5.00
Average Expected Future Service (Remaining working life)	21,12,2	21,12,2	10,7,1	10, 8, 2
Mortality Table	IALM	IALM	IALM	IALM
	2006-2008	2006-2008	2009-2008	2009-2008
	Ultimate	Ultimate	Ultimate	Ultimate
Superannuation at age - Male / Female	58,60,62	58,60,62	58,60,62	58,60,62
Early Retirement and Disablement (All Causes Combined) (%)	1.00	1.00	1.00	1.00
Above age 45 (%)	0.06	0.06		
Between 29 to 45 (%)	0.03	0.03		
Below age 29 (%)	0.01	0.01		
Voluntary Retirement	Ignored	Ignored		
V) Expenses recognised in the Statement of Profit and Loss				
Current Service Cost	157.37	136.06	83.49	79.95
Past Service Cost (vested)	—	22.37	—	—
Net Interest Cost	(14.04)	29.17	(4.90)	(4.84)
Benefit Cost (Expense recognised in Statement of Profit and Loss)	143.33	187.60	78.59	75.11



**Notes to the Financial Statements**

**Note 31 (Continued)**

(₹ in Lakhs)

	Funded Plans			
	Gratuity		Superannuation	
	2018-19	2017-18	2018-19	2017-18
VI) Other Comprehensive Income				
Actuarial (Gains)/Losses on Obligations due to change in Financial Assumption	—	(650.93)	—	(34.51)
Actuarial (Gains)/Losses on Obligations due to unexpected Experience	252.41	450.07	(133.19)	(14.79)
Total Actuarial (Gains) / Losses	252.41	(200.86)	(133.19)	(49.30)
Return on Plan Asset excluding Interest Income	613.75	49.04	6.36	(13.24)
Balance at the end of the year	(361.34)	(249.90)	(139.55)	(36.06)
Net (Income) / Expense for the period recognised in OCI	(361.34)	(249.90)	(139.55)	(36.06)
VII) Allocation of Plan Asset at end of measurement period				
Cash and Cash Equivalents	11.17	175.11	11.60	92.94
Special Deposit Scheme	105.20	105.20	53.06	53.06
State Government Securities	357.68	90.15	100.53	30.51
Government of India Assets	305.39	204.84	59.45	66.25
Corporate Bonds	1431.98	1042.35	251.61	256.97
Debt Securities	157.85	43.49	—	—
Annuity Contracts/Insurance Fund	636.29	697.35	327.63	301.98
Other Assets	472.82	523.61	34.08	26.79
	<u>3478.38</u>	<u>2882.10</u>	<u>837.96</u>	<u>828.50</u>
VIII) Allocation in % of Plan Asset at end measurement period				
Cash and Cash Equivalents	0.32	6.08	1.38	11.22
Special Deposit Scheme	3.02	3.65	6.33	6.40
State Government Securities	10.28	3.13	12.00	3.68
Government of India Assets	8.78	7.10	7.09	8.00
Corporate Bonds	41.17	36.16	30.03	31.02
Debt Securities	4.54	1.51	—	—
Annuity Contracts/Insurance Fund	18.29	24.20	39.10	36.45
Other Assets	13.60	18.17	4.07	3.23
	<u>100.00</u>	<u>100.00</u>	<u>100.00</u>	<u>100.00</u>

**Notes to the Financial Statements**
**Note 31 (Continued)**

(₹ in Lakhs)

		Funded Plans			
		Gratuity		Superannuation	
		2018-19	2017-18	2018-19	2017-18
IX) Mortality Table	Age	Mortality (per annum)		Mortality (per annum)	
	25	0.000984		0.000984	
	30	0.001056		0.001056	
	35	0.001282		0.001282	
	40	0.001803		0.001803	
	45	0.002874		0.002874	
	50	0.004946		0.004946	
	55	0.007888		0.007888	
	60	0.011534		0.011534	
	65	0.017009		0.017009	
	70	0.025855		0.025855	

**X) Sensitivity Analysis**

	Current Year		Previous Year		Current Year		Previous Year	
	Increase	Decrease	Increase	Decrease	Increase	Decrease	Increase	Decrease
Impact for change in Discount Rate (-/+ 0.5%)	3051.86	3362.70	2400.44	2652.15	703.73	727.55	794.97	825.95
% change Compared to base due to sensitivity	-4.57%	5.15%	-4.79%	5.19%	-3.01%	0.28%	-1.97%	1.85%
Impact for change in Salary growth (-/+ 0.5%)	3365.82	3042.92	2653.97	2397.86	737.68	707.48	824.66	797.81
% change Compared to base due to sensitivity	5.25%	-4.85%	5.27%	-4.89%	1.95%	-2.49%	1.69%	-1.62%
Impact for change in Attrition growth (-/+ 0.5%)	3204.32	3191.82	2525.72	2516.64	715.31	725.40	810.79	811.11
% change Compared to base due to sensitivity	0.20%	-0.20%	0.18%	-0.18%	-1.41%	1.41%	0.02%	-0.02%
Impact for change in Mortality Rate (-/+ 10%)	3222.77	3173.38	2540.52	2501.84	715.14	715.55	810.39	811.51
% change Compared to base due to sensitivity	0.77%	-0.77%	0.77%	-0.77%	-1.43%	1.43%	-0.07%	0.07%

**XI) Estimated Future payments of Benefits ( Past Service )**

Year		
1	528.37	209.37
2	137.61	183.23
3	200.13	68.89
4	242.23	48.96
5	264.62	32.24
6 to 10	1427.05	202.19
More than 10 years	5454.62	261.80
Total Undiscounted Payments related to Past Service	8254.63	1006.68
Less: Discount for Interest	5056.56	281.14
Projected Benefit Obligation	3198.07	725.54

**Notes to the Financial Statements**
**Note 31 (Continued)**

(₹ in Lakhs)

	Funded Plans			
	Gratuity		Superannuation	
	2018-19	2017-18	2018-19	2017-18
XII) Outlook for Net Periodic Benefit Cost Next Year				
Current Service Cost (Employer portion only)				
Next period	163.74	141.31		
Interest Cost next period	200.11	176.20		
Expected Return on Plan Asset	268.18	222.21		
Benefit Cost	95.67	95.31		
XIII) Bifurcation of Net Liability				
Current Liability	509.11	465.25	201.84	162.99
Non Current Liability	2688.96	2354.55	523.70	647.96
Net Liability	<u>3198.07</u>	<u>2819.80</u>	<u>725.54</u>	<u>810.95</u>

**B) Unfunded Plans**
**I) Changes in Present Value of Obligation**

	Unfunded Plans			
	Pension		Additional Retiral Benefit	
	2018-19	2017-18	2018-19	2017-18
Present Value of Obligation as on last valuation	1054.15	1169.02	64.04	64.66
Current Service Cost	35.20	31.47	4.02	3.81
Interest Cost	79.55	88.77	4.64	4.61
Vested Portion at the end of the year (Past Service)	—	—	—	11.21
Actuarial (Gains)/Losses on Obligations due to change in Financial Assumption	—	(159.72)	0.47	(5.82)
Actuarial (Gains)/Losses on Obligations due to unexpected Experience	(18.40)	(40.16)	(3.84)	(6.31)
Benefits paid	(44.76)	(35.23)	(2.77)	(8.12)
Present Value of Obligation as on valuation date	<u>1105.74</u>	<u>1054.15</u>	<u>66.56</u>	<u>64.04</u>

**II) Reconciliation to Balance Sheet**

Funded Status				
Fund Liability	1105.74	1054.15	66.56	64.04

**Notes to the Financial Statements**
**Note 31 (Continued)**

(₹ in Lakhs)

	Unfunded Plans			
	Pension		Additional Retiral Benefit	
	2018-19	2017-18	2018-19	2017-18
III) Plan Assumptions				
Discount Rate (%)	7.71	7.71	7.40	7.60
Rate of Compensation Increase (Salary Inflation) (%)	1.50	1.50	5.00	5.00
Average Expected Future Service (Remaining working life) (%)	11	11	10,8,2	12,9,2
Mortality Table	IALM 2006- 2008 Ultimate	IALM 2009- 2008 Ultimate	IALM 2006,2008	IALM 2006,2008
Superannuation at age -				
Male / Female	60	60	58,60,62	58,60,62
Early Retirement and Disablement (All Causes Combined) (%)	1.00	1.00	1.00	1.00
Above age 45 (%)			0.06	0.06
Between 29 to 45 (%)			0.03	0.03
Below age 29 (%)			0.01	0.01
Voluntary Retirement			Ignored	Ignored
IV) Expenses recognised in the Statement of Profit and Loss				
Current Service Cost	35.20	31.47	4.02	3.81
Past Service Cost (Vested)	—	—	—	11.21
Net Interest Cost	79.55	88.77	4.64	4.61
Benefit Cost (Expense recognised in Statement of Profit and Loss)	114.75	120.24	8.66	19.63
V) Other Comprehensive Income				
Actuarial (Gains)/Losses on Obligations due to change in Financial Assumption	—	(159.72)	0.47	(5.82)
Actuarial (Gains)/Losses on Obligations due to unexpected Experience	(18.40)	(40.16)	(3.84)	(6.31)
Total Actuarial (Gains)/Losses	(18.40)	(199.88)	(3.37)	(12.13)
Return on Plan Asset excluding Interest Income				
Balance at the end of the year	(18.40)	(199.88)	(3.37)	(12.13)
Net (Income) / Expense for the period recognised in OCI	(18.40)	(199.88)	(3.37)	(12.13)

**Notes to the Financial Statements**
**Note 31 (Continued)**

(₹ in Lakhs)

		Unfunded Plans			
		Pension		Additional Retiral Benefit	
		2018-19	2017-18	2018-19	2017-18
VI) Mortality Table	Age	Mortality (per annum)		Mortality (per annum)	
	25	0.000984		0.000984	
	30	0.001056		0.001056	
	35	0.001282		0.001282	
	40	0.001803		0.001803	
	45	0.002874		0.002874	
	50	0.004946		0.004946	
	55	0.007888		0.007888	
	60	0.011534		0.011534	
	65	0.017009		0.017009	
	70	0.025855		0.025855	

**VII) Sensitivity Analysis**

	Current Year		Previous Year		Current Year		Previous Year	
	Increase	Decrease	Increase	Decrease	Increase	Decrease	Increase	Decrease
Impact for change in Discount Rate (-/+ 0.5%)	1105.56	1105.92	1033.75	1075.52	65.01	68.20	60.08	62.50
% change Compared to base due to sensitivity	-0.02%	0.02%	-1.94%	2.03%	(2.32)	2.47	(1.92)	2.04
Impact for change in Salary growth (-/+ 0.5%)	1105.93	1105.55	1075.84	1033.27	68.22	64.98	62.41	60.16
% change Compared to base due to sensitivity	0.02%	-0.02%	2.06%	-1.98%	2.50	(2.37)	1.88	(1.78)
Impact for change in Attrition growth (-/+ 0.5%)	1105.76	1105.72	1054.60	1053.71	66.61	66.51	61.29	61.22
% change Compared to base due to sensitivity	0.01%	-0.01%	0.04%	-0.04%	0.07	(0.07)	0.06	(0.06)
Impact for change in Mortality Rate (-/+ 10%)	1109.77	1101.70	1058.17	1050.14	66.80	66.31	61.45	61.05
% change Compared to base due to sensitivity	0.37%	-0.37%	0.38%	-0.38%	0.37	(0.37)	0.32	(0.32)

**VIII) Estimated Future payments of Benefits ( Past Service )**

Year		
1	52.62	32.94
2	57.31	11.11
3	59.40	4.53
4	61.85	3.41
5	68.42	0.28
6 to 10	400.73	15.81
More than 10 years	<u>1301.09</u>	<u>28.34</u>
Total Undiscounted Payments related to Past Service	2001.42	96.42
Less: Discount for Interest	<u>895.68</u>	<u>29.86</u>
Projected Benefit Obligation	<u>1105.74</u>	<u>66.56</u>



**Notes to the Financial Statements**
**Note 31 (Continued)**

(₹ in Lakhs)

	Unfunded Plans			
	Pension		Additional	
			Retiral Benefit	
	2018-19	2017-18	2018-19	2017-18
IX) Outlook for Net Periodic Benefit Cost Next Year				
Particulars				
Current Service Cost				
(Employer portion only) Next period			2.70	
Interest Cost next period			3.59	
Benefit Cost			6.29	
X) Bifurcation of Net Liability				
Current Liability	50.70	64.80	31.79	27.13
Non Current Liability	1055.04	989.35	34.77	36.91
Net Liability	1105.74	1054.15	66.56	64.04
Post Employment Defined Contribution Plan				
During the year, an aggregate amount of ₹ 788.55 (Previous Year - ₹ 741.59) has been recognised as expenditure towards Provident Fund, defined contribution plan of the Company.				
			Current Year	Previous Year
18 Basic and Diluted Earnings Per Share				
Number of Equity Shares at the beginning of the year			11950804	11950804
Number of Equity Shares at the end of the year			11950804	11950804
Weighted average number of Equity Shares outstanding during the year			11950804	11950804
Face value of each Equity Share (₹)			10	10
Profit after tax available for distribution to the Equity Shareholders			(1592.03)	(789.24)
Basic and Diluted Earnings per Share (₹)			(13.32)	(6.60)
Dilutive Potential Equity Shares			Not Applicable	Not Applicable
19 Related Party Disclosures				
(i) Names and Relationship				
Relationship			Name	
Associate			Maple Hotels & Resorts Limited	
Significant Influence by Key Management Personnel			Warren Industrial Limited	
			Sectra Plaza Private Limited	
			Softweb Technologies Private Limited	
Key Management Personnel			Mr. Vinay K. Goenka (Chairman)	
			Mr. S.K. Ghosh (Managing Director)	
			Mr. S. Roy (Company Secretary)	
			Mr. S. K. Mukhopadhyay (Chief Financial Officer)	
Relative of a Key Management Personnel			Mr. Vivek Goenka	
Post Employment Benefit Plan			Warren Staff Provident Fund	
			Warren Tea Gratuity Fund	
			Warren Industrial & Associated Co's Superannuation Fund	

**Notes to the Financial Statements**
**Note 31 (Continued)**

	(₹ in Lakhs)	
	Current Year ₹	Previous Year ₹
(ii) Particulars of Transactions and year-end balances		
Names and Relationship		
Associate		
Sale of Tea		
Maple Hotels & Resorts Limited	1.58	—
Significant Influence by Key Management Personnel		
Receiving of Services		
Sectra Plaza Private Limited	7.28	7.28
Softweb Technologies Private Limited	27.00	31.66
Purchase of Fixed Assets		
Softweb Technologies Private Limited	7.00	—
Key Management Personnel & Relative		
Remuneration		
Mr. Vinay K. Goenka	147.64	151.99
Mr. S. K. Ghosh	127.24	129.86
Mr. S. Roy	28.60	27.55
Mr. S. K. Mukhopadhyay	28.22	25.14
Mr. Vivek Goenka	25.70	23.45
Compensation of Key Management Personnel & Relative		
Short Term Employee Benefits	329.61	305.66
Post Employment Benefits	23.87	39.40
Other Long Term Benefits	3.92	12.93
Balance at the year-end		
Associate		
Investments		
Maple Hotels & Resorts Limited	3146.98	3146.98
Significant Influence by Key Management Personnel		
Security Deposit		
Sectra Plaza Private Limited	430.80	430.80
Current Liabilities		
Sectra Plaza Private Limited	8.64	4.32
Softweb Technologies Private Limited	44.80	7.97
Key Management Personnel		
Current Liabilities		
Mr. Vinay K. Goenka	50.38	43.20
Mr. S. K. Ghosh	38.32	32.40
Mr. S. Roy	1.08	—
Mr. S. K. Mukhopadhyay	1.27	—
Advances		
Mr. S. K. Ghosh	4.84	6.93
Mr. S. Roy	—	0.44
Relative of a Key Management Personnel		
Current Liabilities		
Mr. Vivek Goenka	1.28	—

**Notes to the Financial Statements**
**Note 31 (Continued)**

(₹ in Lakhs)

**20 Segment Information**

(i) The Company is engaged in the integrated process of growing, harvesting, manufacturing and sale of Black Tea during the year and has identified one operating segment i.e Tea.

(ii) Geographical Information

	Domestic	Exports	Total
Revenue from External Customers	11697.79 (11366.18)	78.90 (479.21)	11776.69 (11845.39)
Non-Current Assets*	9373.24 (8830.03)	— —	9373.24 (8830.03)

\* Non-Current Assets excludes Financial Assets, Deferred Tax Assets and Post Employment Benefit Assets. Figures of Previous Year are indicated in Italics within brackets “( )”

(ii) The Company has entered into transactions with two external customers aggregating to ₹ 8611.47 exceeding 10% of the Turnover of the Company.

**21 Movements in Deferred Tax Assets/( Liabilities)**

	Balance as at 1st April, 2018	Recognised in		Balance as at 31st March, 2019
		Profit & Loss	Other Comprehensive Income	
<b>Deferred Tax Liabilities</b>				
on financial allowances on				
Property, Plant & Equipment	(836.80)	(82.56)	—	(919.36)
On Capital Work in Progress	(393.59)	(74.11)	—	(467.70)
	<u>(1230.39)</u>	<u>(156.67)</u>	<u>—</u>	<u>(1387.06)</u>
<b>Deferred Tax Assets</b>				
Business Loss	1130.14	1033.74	(148.27)	2015.61
Provision for doubtful debts	1.91	—	—	1.91
Change in value of Inventory	—	24.25	—	24.25
Expenses allowable on payment	118.27	(118.27)	—	—
Change in value of Investment	(11.29)	4.29	(0.07)	(7.07)
Other timing difference	1.89	(1.89)	—	—
	<u>1240.92</u>	<u>942.12</u>	<u>(148.34)</u>	<u>2034.70</u>
<b>Deferred Tax Assets (Net)</b>	<u>10.53</u>	<u>785.45</u>	<u>(148.34)</u>	<u>647.64</u>

**22 Reconciliation of Effective Tax Rate**

	As at 31st March, 2019	As at 31st March, 2018
Profit before Tax	(2377.48)	(1077.90)
Income Tax Expense at 28.40% (Previous Year - 28.30%)	(675.20)	(305.04)
Impact on		
Exempt Income	2.15	1.77
Items not deductible in Taxes	—	(1.19)
Deduction available in Taxes	(4.27)	2.45
Other Items	(108.13)	13.34
Income Tax recognised in Profit and Loss	<u>(785.45)</u>	<u>(288.66)</u>

**Notes to the Financial Statements**
**Note 31 (Continued)**

(₹ in Lakhs)

**23 (i) Categories of Financial Instruments**  
**Particulars**

	<u>As at 31.3.2019</u>		<u>As at 31.3.2018</u>	
	<u>Carrying Value</u>	<u>Fair Value</u>	<u>Carrying Value</u>	<u>Fair Value</u>
<b>Financial Assets</b>				
Measured at amortised cost				
Equity shares in Associate	3146.98	3146.98	3146.98	3146.98
Cash and Cash Equivalents	5.30	5.30	8.65	8.65
Other Bank Balances	1.19	1.19	1.19	1.19
Loans	622.16	622.16	624.67	624.67
Trade Receivables	2890.28	2890.28	3953.57	3953.57
Other Financial Assets	7.18	7.18	6.86	6.86
	<u>3526.11</u>	<u>3526.11</u>	<u>4594.94</u>	<u>4594.94</u>
Measured at Fair value through Other Comprehensive Income				
Equity Shares	168.00	168.00	168.36	168.36
<b>Total Financial Assets</b>	<u>3694.11</u>	<u>3694.11</u>	<u>4763.30</u>	<u>4763.30</u>
<b>Financial Liabilities</b>				
Measured at amortised cost				
Borrowings	3425.02	3425.02	2934.90	2934.90
Trade Payables	2304.98	2304.98	1451.15	1451.15
Other financial Liabilities	2216.46	2216.46	1310.32	1310.32
<b>Total Financial Liabilities</b>	<u>7946.46</u>	<u>7946.46</u>	<u>5696.37</u>	<u>5696.37</u>

**(ii) Fair Value Hierarchy of Assets and Liabilities measured at Fair Value on a recurring basis**

<u>Particulars</u>	<u>Fair Value Hierarchy Level</u>	<u>Fair Value as at</u>	
		<u>31st March, 2019</u>	<u>31st March, 2018</u>
<b>Financial Assets</b>			
Equity Shares	1	0.95	1.31
Equity Shares	3	167.05	167.05

**(iii) Fair value measurements for biological assets other than bearer plants:**

2	240.49	161.60
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Fair value is being arrived at based on the observable market prices of made tea adjusted for manufacturing costs.

24. Figures of Previous Year have been regrouped or rearranged, wherever necessary.

Signatures to Note Nos. 1 to 31

B M Chatrath & Co LLP  
Firm Registration Number - 301011E/E300025  
Chartered Accountants  
Sukhpreet S. Sidhu  
Partner  
Membership Number - 052187  
Kolkata, 30th May, 2019

S. Roy  
Company Secretary  
S. K. Mukhopadhyay  
Chief Financial Officer

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

**CASH FLOW STATEMENT**  
**for the year ended 31st March, 2019**

		(₹ in Lakhs)
	Current Year	Previous Year
<b>A. Cash Flow from operating activities</b>		
Profit / (Loss) before Taxation	(2377.48)	(1077.90)
Adjustments for		
Depreciation and Amortisation	347.12	363.87
Finance Costs	403.71	374.76
Income from Interest and Dividends	(4.70)	(4.20)
Biological Assets other than Bearer Plants	(78.89)	(92.41)
Provisions no longer required written back	(0.82)	(0.53)
Net (Gain) / Loss on Sale of Non-Current Investments	—	(0.30)
(Profit) / Loss on Disposal of Property, Plant and Equipment (Net)	0.02	(1.64)
Operating Profit before working capital changes	(1711.04)	(438.35)
Adjustments for changes in		
Trade and Other Receivables	628.93	775.77
Inventories	(472.79)	68.51
Trade Payables and Other Liabilities	2242.00	(135.84)
Cash generated from operations	687.10	270.09
Direct Taxes Paid	(0.62)	(0.34)
Net Cash from operating activities	(A) 686.48	269.75
<b>B. Cash Flow from investing activities</b>		
Purchase of Property, Plant and Equipment	(714.64)	(675.68)
Payment of Capital Advances	(189.27)	(23.71)
Sale of Non-current Investments	—	5.29
Sale of Property, Plant and Equipment	0.03	1.75
Interest and Dividend Received	4.38	29.08
Net Cash from / (used) in investing activities	(B) (899.50)	(663.27)
<b>C. Cash Flow from financing activities</b>		
Proceeds from Short-term Borrowings	1215.18	3378.95
Proceeds from Long-term Borrowings	—	500.10
Repayment of Long-term Borrowings	(400.03)	(214.71)
Repayment of Short-term Borrowings	(200.00)	(2900.00)
Finance Costs Paid	(405.48)	(372.38)
Net Cash from / (used) in financing activities	(C) 209.67	391.96
Net increase / (decrease) in Cash and Cash Equivalents	(A + B + C) (3.35)	(1.56)

**CASH FLOW STATEMENT (Continued)**

		(₹ in Lakhs)
	Current Year	Previous Year
Cash and Cash Equivalents		
Opening Balance		
Cash and Cash Equivalents [Note 11]	8.65	10.21
Closing Balance		
Cash and Cash Equivalents [Note 11]	5.30	8.65

1. The above Cash Flow Statement has been prepared in accordance with Ind AS 7.
2. The Notes referred to above form an integral part of the Cash Flow Statement.
3. Previous year's figures have been regrouped or rearranged, wherever necessary.

As per our Report of even date.

B M Chatrath & Co LLP

Firm Registration Number - 301011E/E300025

Chartered Accountants

Sukhpreet S. Sidhu

*Partner*

Membership Number - 052187

Kolkata, 30th May, 2019

S. Roy

*Company Secretary*

S. K. Mukhopadhyay

*Chief Financial Officer*

Vinay K. Goenka

*Executive Chairman*

S. K. Ghosh

*Managing Director*

## **INDEPENDENT AUDITORS' REPORT**

To the Members of

**Warren Tea Limited**

### **Report on the Audit of the Consolidated Financial Statements**

#### **Opinion**

We have audited the accompanying consolidated financial statements of **Warren Tea Limited** ("the Company") and its associate company, which comprise the Consolidated Balance Sheet as at 31st March, 2019, and the Consolidated Statement of Profit and Loss (including Other comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Company and its associate company as at 31st March, 2019, and their consolidated loss, consolidated negative total comprehensive income, their consolidated cash flows, and the consolidated statement of changes in equity for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the audit of the Consolidated Financial statements section of our report. We are independent of the Company and its associate company in accordance with the Code of ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### **Key Audit Matters**

Key Audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Company's financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

**Auditors' Report (Continued)**

Sr. No.	Key Audit Matter	Auditor's Response
1.	<p><b><u>Developments – context of tea Industry</u></b></p> <p>The company has incurred negative comprehensive income in the previous three consecutive financial years and the future performance of the company is dependent on factors relevant to an agro based industry like climatic conditions, markets etc. for which judgment was to be made in forming our Audit Opinion.</p>	<p>This was considered as a Key Audit Matter taking into consideration the characteristics of tea industry which is essentially cyclical in nature and presently in a downturn. Our opinion has been formed based on our discussions with the Management and taking into consideration the performance of the company upto the date of this Report and also steps being taken by the company to augment its performance.</p>
2.	<p><b><u>Valuation of Biological Assets and Agricultural Produce</u></b></p> <p>Biological assets of the company include unharvested green tea leaves which are measured at fair value less cost to sell.</p> <p>The Company's agricultural produce comprises of harvested green leaves and is valued at fair value less cost to sell at the point of harvest.</p> <p>Finished goods produced from agricultural produce are valued at lower of cost arrived at by adding the cost of conversion to the fair value of agricultural produce and the net realizable value.</p> <p>For harvested or unharvested green leaves, since there is no active market for own leaves, significant estimates are used by management in determining the valuation of biological assets and agricultural produce consumed in manufacture of black tea.</p> <p>The principal assumptions and estimates in the determination of the fair value include assumptions about the yields and market prices of green leaf and the stage of transformation.</p>	<p><b><u>Principal Audit procedures performed:</u></b></p> <p>Our audit approach was a combination of test of internal controls and substantive procedures including:-</p> <ul style="list-style-type: none"> <li>● Obtaining an understanding of the fair value measurement methodologies used and assessing the reasonableness and consistency of the significant assumptions used in the valuation.</li> <li>● Evaluating the design and implementation of Company's controls around the valuation of biological assets and agricultural produce.</li> <li>● Assessing the plucking yields to analyse the stage of transformation considered for the fair valuation of biological assets.</li> <li>● Assessing the basis, reasonableness and accuracy of adjustments made to market prices of green leaves considering the quality differential of the Company's production.</li> </ul>



**Auditors' Report (Continued)**

	<p>The determination of these assumptions and estimates require careful evaluation by management and could lead to material impact on the financial position and the results of the Company.</p>	<ul style="list-style-type: none"> <li>● Testing the consistency of application of the fair value approaches and models over the years.</li> </ul>
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**Information Other than the Financial Statements and Auditor's Report Thereon**

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Report of the Directors and Management Discussion & Analysis Report, but does not include the consolidated financial statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report the fact. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the company and its associate in accordance with the accounting principles generally accepted in India including the Indian Accounting Standards (Ind-AS) specified in the Companies (Indian Accounting Standards) rules, 2015 (as amended) under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding of the assets of the company and for preventing frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditors' Report (Continued)**

In preparing the consolidated financial statements, the respective Board of Directors of the company and of its associate are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the company and of its associate are also responsible for overseeing the financial reporting process of the Company and of its associate.

### **Auditor's Responsibility for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and its associate to cease to continue as a going concern.

### **Auditors' Report (Continued)**

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its associate to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of the company or business activities included in the Consolidated Financial Statements of which we are the independent auditors. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

1. As required by Section 143(3) of the act, based on our audit, we report that :
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.
  - (c) The Consolidated Balance sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Ind-AS specified under Section 133 of the act.

**Auditors' Report (Continued)**

- (e) On the basis of the written representations received from the directors of the Company and its associate as on 31<sup>st</sup> March, 2019 and taken on record by the Board of directors and by the Board of Directors, none of the directors of the company and its associate is disqualified as on 31<sup>st</sup> March, 2019 from being appointed as a director in terms of section 164(2) of the act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting the company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the act, as amended,  
  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (h) With respect to the other matters to be included in the auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :
  - i) The company has disclosed the impact of pending litigations of its financial position in its consolidated financial statements – Refer Note 31(9).
  - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Place: Kolkata  
Date: 30 May, 2019

For B M Chatrath & Co LLP  
Chartered Accountants  
Firm Registration Number: 301011E/E300025  
Sukhpreet S. Sidhu  
*Partner*  
Membership Number 052187

## **Auditors' Report (Continued)**

### **'ANNEXURE - A' TO THE AUDITORS REPORT**

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

We have audited the internal financial controls over financial reporting of Warren Tea Limited ("the Company") and its associate company as of March 31, 2019 in conjunction with our audit of the Consolidated Ind AS Financial Statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

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

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

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial

### **Auditors' Report (Continued)**

statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

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

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the Company and its associate company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Kolkata  
Date: 30 May, 2019

For B M Chatrath & Co LLP  
Chartered Accountants  
Firm Registration Number: 301011E/E300025  
Sukhpreet S. Sidhu  
*Partner*  
Membership Number 052187



**CONSOLIDATED BALANCE SHEET**  
**asat 31st March, 2019**

	Notes	As at 31st March, 2019 ₹ in Lakhs	As at 31st March, 2018 ₹ in Lakhs
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	1	7082.20	6931.66
Capital Work-in-Progress		1727.67	1516.90
Other Intangible Assets	2	8.09	1.93
Financial Assets			
Investments	3	4178.29	4162.07
Loans	4	615.18	616.68
Other Financial Assets	5	3.80	3.80
Deferred Tax Assets (Net)	6	647.64	10.53
Other Non-Current Assets	7	555.28	379.54
		<u>14818.15</u>	<u>13623.11</u>
<b>Current Assets</b>			
Inventories	8	1298.46	825.67
Biological Assets other than Bearer Plants	9	240.49	161.60
Financial Assets			
Trade Receivables	10	2890.28	3953.57
Cash and Cash Equivalents	11	5.30	8.65
Other Bank Balances	12	1.19	1.19
Loans	13	6.98	7.99
Other Financial Assets	14	3.38	3.06
Other Current Assets	15	559.29	108.89
		<u>5005.37</u>	<u>5070.62</u>
		<u>19823.52</u>	<u>18693.73</u>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	16	1195.08	1195.08
Other Equity		8020.28	9221.77
		<u>9215.36</u>	<u>10416.85</u>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
Financial Liabilities			
Borrowings	17	1274.94	1800.00
Trade Payables - Other than from micro enterprises and small enterprises		89.89	110.00
Others	18	149.84	113.61
Provisions	19	1140.91	868.95
		<u>2655.58</u>	<u>2892.56</u>



# Warren Tea Limited

## CONSOLIDATED BALANCE SHEET (Continued)

	Notes	As at 31st March, 2019 ₹ in Lakhs	As at 31st March, 2018 ₹ in Lakhs
<b>Current Liabilities</b>			
Financial Liabilities			
Borrowings	20	2150.08	1134.90
Trade Payables - Other than from micro enterprises and small enterprises		2215.09	1341.15
Other Financial Liabilities	21	2066.62	1196.71
Other Current Liabilities	22	30.91	6.00
Provisions	23	531.07	746.13
Current Tax Liabilities (Net)		958.81	959.43
		<u>7952.58</u>	<u>5384.32</u>
		<u>19823.52</u>	<u>18693.73</u>

## Notes to Consolidated Financial Statements 31

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

As per our report of even date.

B M Chatrath & Co LLP

Firm Registration Number - 301011E/E300025

Chartered Accountants

Sukhpreet S. Sidhu

Partner

Membership Number - 052187

Kolkata, 30th May, 2019

S. Roy

Company Secretary

S. K. Mukhopadhyay

Chief Financial Officer

Vinay K. Goenka

Executive Chairman

S. K. Ghosh

Managing Director



**CONSOLIDATED STATEMENT OF PROFIT AND LOSS**  
**for the year ended 31st March, 2019**

	Notes	Current Year ₹ in Lakhs	Previous Year ₹ in Lakhs
<b>Income</b>			
Revenue from Operations	24	11850.16	11899.11
Other Income	25	100.90	138.43
<b>Total Income</b>		<u>11951.06</u>	<u>12037.54</u>
<b>Expenses</b>			
Changes in Inventories of Finished Goods	26	(313.14)	(72.02)
Employee Benefits Expense	27	10011.79	8486.16
Finance Costs	28	403.71	374.76
Depreciation and Amortisation Expense	29	347.12	363.87
Other Expenses	30	3879.06	3962.67
<b>Total Expenses</b>		<u>14328.54</u>	<u>13115.44</u>
<b>Loss for the period</b>		<u>(2377.48)</u>	<u>(1077.90)</u>
Tax Expense			
Current Tax		—	—
Deferred Tax		(785.45)	(288.66)
<b>Loss after tax but before share of profit/(loss) from Associate</b>		<u>(1592.03)</u>	<u>(789.24)</u>
Add : Share of Profit / (Loss) of Investments in Associate [Refer Note No. 31(23)]		15.30	(48.87)
<b>Loss for the Year</b>		<u>(1576.73)</u>	<u>(838.11)</u>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to Profit or Loss :			
Remeasurement of Defined Benefit Plan		522.66	497.98
Effect for Change in Value of Investments		(0.36)	39.89
Share of Other Comprehensive Income in Associate		1.73	11.80
Income Tax relating to Items that will not be reclassified to Profit or Loss		(148.79)	(166.27)
		<u>375.24</u>	<u>383.40</u>
<b>Total Comprehensive Income</b>		<u>(1201.49)</u>	<u>(454.71)</u>
Basic and Diluted Earnings per Equity Share of ₹ 10 each (₹)		(13.19)	(7.01)

**Notes to Consolidated Financial Statements** 31

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

As per our report of even date.

B M Chatrath & Co LLP

Firm Registration Number - 301011E/E300025

Chartered Accountants

Sukhpreet S. Sidhu

Partner

Membership Number - 052187

Kolkata, 30th May, 2019

S. Roy

Company Secretary

S. K. Mukhopadhyay

Chief Financial Officer

Vinay K. Goenka

Executive Chairman

S. K. Ghosh

Managing Director



**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
for the year ended 31st March, 2019

(₹ in Lakhs)

**A. EQUITY SHARE CAPITAL**

Balance as at 01.04.2018	Changes in Equity Share Capital during the Year	Balance as at 31.03.2019
1195.08	—	1195.08

**B. OTHER EQUITY**

	Reserves and Surplus				Equity Instruments through other comprehensive Income	Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings		
Balance as at 1st April, 2018	185.37	963.03	2415.58	5637.92	19.87	9221.77
Profit / (Loss) for the Period		—	—	(1576.73)	—	(1576.73)
Other Comprehensive Income		—	—	375.61	(0.37)	375.24
Balance as at 31st March, 2019	185.37	963.03	2415.58	4436.80	19.50	8020.28

**Nature and Purpose of Reserve**

**Capital Reserve :** The excess of the book value of the assets acquired by way of amalgamation over the consideration has been recognised as Capital Reserve.

**Securities Premium:** Securities Premium is used to record the premium on issue of shares. This is available for utilisation in accordance with the provisions of the Companies Act, 2013.

**General Reserve :** General Reserve is created and utilised in compliance with the provisions of the Companies Act, 2013.

**Retained Earnings :** Retained Earnings represent the cumulative profits as well as remeasurement of defined plans and can be utilised by the Company in accordance with the provisions of the Companies Act, 2013.

As per our report of even date.

B M Chatrath & Co LLP

Firm Registration Number - 301011E/E300025

Chartered Accountants

Sukhpreet S. Sidhu

Partner

Membership Number - 052187

Kolkata, 30th May, 2019

S. Roy

Company Secretary

S. K. Mukhopadhyay

Chief Financial Officer

Vinay K. Goenka

Executive Chairman

S. K. Ghosh

Managing Director

## Notes to the Consolidated Financial Statements

PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION / AMORTISATION			NET CARRYING AMOUNT	
	As at	Additions	Disposals	As at	Upto	For the Disposals	Upto	As at	As at
	1st April	2018	2019	31st March	1st April	Year	31st March	31st March	31st March
(₹ in Lakhs)									
<b>Note 1</b>									
<b>PROPERTY, PLANT AND EQUIPMENT (NON-CURRENT ASSET)</b>									
Land (Freehold)	589.01	—	—	589.01	—	—	—	589.01	589.01
Buildings	2067.69	96.85	—	2164.54	177.24	84.76	262.00	1902.54	1890.45
Bridges, Culverts, Bunders etc.	367.30	—	—	367.30	30.65	15.35	46.00	321.30	336.65
Roads	140.52	—	—	140.52	98.62	39.59	138.21	2.31	41.90
Plant and Equipment	799.88	159.30	0.18	959.00	134.15	77.64	211.66	747.34	665.73
Furniture and Fixtures	32.67	7.56	—	40.23	25.68	9.78	35.46	4.77	6.99
Vehicles	336.07	4.77	—	340.84	87.12	60.72	147.84	193.00	248.95
Office Equipments	12.10	1.76	—	13.86	3.95	2.72	6.67	7.19	8.15
Computers and Data Processing Units	38.86	1.10	—	39.96	21.20	8.13	29.33	10.63	17.66
Electrical Installations and Equipment	56.09	3.95	—	60.04	11.72	6.50	18.22	41.82	44.37
Bearer Plants	3152.22	221.49	—	3373.71	70.42	41.00	111.42	3262.29	3081.80
Total	7592.41	496.78	0.18	8089.01	660.75	346.19	1006.81	7082.20	6931.66
Previous Year	7241.02	400.10	48.71	7592.41	349.62	359.73	660.75	6931.66	
<b>Note 2</b>									
<b>OTHER INTANGIBLE ASSETS (NON-CURRENT ASSET)</b>									
Computer Software (Rate of Amortisation - 20%)	10.26	7.09	—	17.35	8.33	0.93	9.26	8.09	1.93
Tenancy Right (Rate of Amortisation - 5%)	1.05	—	—	1.05	1.05	—	1.05	—	—
Total	11.31	7.09	—	18.40	9.38	0.93	10.31	8.09	1.93
Previous Year	11.31	—	—	11.31	5.24	4.14	9.38	1.93	



## Notes to the Consolidated Financial Statements

As at 31st March, 2019 ₹ in Lakhs	As at 31st March, 2018 ₹ in Lakhs
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### Note 3

#### INVESTMENTS

#### (NON-CURRENT ASSET)

(At Fair Value through Other Comprehensive Income)

##### Unquoted - Equity Instruments

10000	Equity Shares of ₹ 10/- each fully paid-up in ABC Tea Workers Welfare Services	*	*
150000	Equity Shares of ₹ 10/- each fully paid-up in Warren Steels Private Limited	167.05	167.05

##### Quoted - Equity Instruments

15150	Equity Shares of ₹ 10/- each fully paid-up in Pal Peugeot Limited	*	*
35	Equity Shares of ₹ 10/- each fully paid-up in Hindusthan Engineering & Industries Limited	*	*
225	Equity Shares of ₹ 5/- each fully paid-up in McLeod Russel India Limited	0.19	0.32
864	Equity Shares of ₹ 10/- each fully paid-up in Syndicate Bank	0.37	0.50
100	Equity Shares of ₹ 10/- each fully paid-up in Goodricke Group Limited	0.22	0.32
120	(Previous Year - 100) Equity Shares of ₹ 10/- each fully paid-up in NTPC Limited	0.17	0.17

##### Quoted - Debenture and Bonds

100	Debenture of ₹ 12.50 each fully paid-up in NTPC Limited	*	*
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##### Unquoted - Equity Instruments (Equity Method)

##### Investment in Associate

6500000	Equity Shares of ₹ 10/- each fully paid-up in Maple Hotels & Resorts Limited	4010.29	3993.71
		<u>4178.29</u>	<u>4162.07</u>

1	Market Value of Quoted Investments	0.95	1.31
2	Aggregate Carrying Value of Quoted Investments	0.95	1.31
3	Aggregate Carrying Value of Unquoted Investments	4177.34	4160.76
4	* Indicates that amount is below the rounding off norm adopted by the Company.		



**Notes to the Consolidated Financial Statements**

	As at 31st March, 2019 ₹ in Lakhs	As at 31st March, 2018 ₹ in Lakhs
<b>Note 4</b>		
<b>LOANS</b>		
<b>(NON-CURRENT ASSET)</b>		
(Unsecured - Considered Good)		
Security Deposits (Include Deposit to Related Party ₹ 430.80; Previous Year - ₹ 430.80) [Refer Note No. 31(19)]	610.06	611.45
Other Loans		
Loans to Employees for housing, vehicle and furniture [Refer Note No. 31(19)]	5.12	5.23
	<u>615.18</u>	<u>616.68</u>
<b>Note 5</b>		
<b>OTHER FINANCIAL ASSETS</b>		
<b>(NON-CURRENT ASSET)</b>		
Deposits with National Bank for Agriculture and Rural Development	3.80	3.80
	<u>3.80</u>	<u>3.80</u>
<b>Note 6</b>		
<b>DEFERRED TAX ASSETS (NET)</b>		
<b>(NON-CURRENT ASSET)</b>		
Deferred Tax Assets		
Timing difference on account of :		
Expenses allowable on payment	—	118.27
Provision for Doubtful Debts	1.91	1.91
Business Loss	2015.61	1130.14
Present Value of Loans to Employees	—	1.89
Value of Inventory of Black Tea	24.25	—
	<u>2041.77</u>	<u>1252.21</u>
Less : Deferred Tax Liabilities		
Timing difference on account of :		
Effect of change in Property, Plant & Equipment	919.35	836.79
Effect of change in Investments	7.07	11.29
Effect of change in Capital work-in-progress	467.71	393.60
	<u>647.64</u>	<u>10.53</u>
<b>Note 7</b>		
<b>OTHER ASSETS</b>		
<b>(NON-CURRENT ASSET)</b>		
(Unsecured - Considered Good)		
Deposits with Government Authorities and Others	8.82	5.10
Capital Advances	372.83	183.56
Other Advances	173.63	190.88
	<u>555.28</u>	<u>379.54</u>



## Notes to the Consolidated Financial Statements

	As at 31st March, 2019 ₹ in Lakhs	As at 31st March, 2018 ₹ in Lakhs
<b>Note 8</b>		
<b>INVENTORIES</b>		
<b>(CURRENT ASSET)</b>		
(At lower of cost or net realisable value)		
Stock of Tea	754.07	440.93
Stock of Stores and Spares	544.39	384.74
	<u>1298.46</u>	<u>825.67</u>
<b>Note 9</b>		
<b>BIOLOGICAL ASSETS OTHER THAN BEARER PLANTS</b>		
<b>(CURRENT ASSET)</b>		
Opening value	161.60	69.19
Increase due to physical changes	240.49	161.60
Decrease due to Harvest / Physical Changes	(161.60)	(69.19)
Closing value	<u>240.49</u>	<u>161.60</u>
<b>Note 10</b>		
<b>TRADE RECEIVABLES</b>		
<b>(CURRENT ASSET)</b>		
(Unsecured)		
Trade Receivables		
Considered Good	2890.28	3953.57
Considered Doubtful	34.85	34.85
Less: Provision for Doubtful Debts	<u>34.85</u>	<u>34.85</u>
	<u>2890.28</u>	<u>3953.57</u>
<b>Note 11</b>		
<b>CASH AND CASH EQUIVALENTS</b>		
<b>(CURRENT ASSET)</b>		
Cash and Cash Equivalents		
Balances with Banks		
Current Accounts	1.49	4.77
Cash on hand	3.80	3.87
Cash with Garden Kayahs	0.01	0.01
	<u>5.30</u>	<u>8.65</u>
<b>Note 12</b>		
<b>OTHER BANK BALANCES</b>		
<b>(CURRENT ASSET)</b>		
Deposit Accounts	1.19	1.19
	<u>1.19</u>	<u>1.19</u>



**Notes to the Consolidated Financial Statements**

	As at 31st March, 2019 ₹ in Lakhs	As at 31st March, 2018 ₹ in Lakhs
<b>Note 13</b>		
<b>LOANS (CURRENT ASSET)</b>		
(Unsecured - Considered Good)		
Loans to Employees for housing, vehicle and furniture [Refer Note No. 31(19)]	6.98	7.99
	<u>6.98</u>	<u>7.99</u>
<b>Note 14</b>		
<b>OTHER FINANCIAL ASSETS (CURRENT ASSET)</b>		
(Unsecured - Considered Good)		
Interest Accrued on Deposits	3.38	3.06
	<u>3.38</u>	<u>3.06</u>
<b>Note 15</b>		
<b>OTHER ASSETS (CURRENT ASSET)</b>		
Deposits / Balances with Government Authorities and Others	102.07	1.28
Other Advances	16.18	53.78
Advance against Employee Benefits	392.87	—
Prepaid Expenses	48.17	53.83
	<u>559.29</u>	<u>108.89</u>
<b>Note 16</b>		
<b>EQUITY SHARE CAPITAL</b>		
<b>Authorised</b>		
2,00,00,000 Equity Shares of ₹ 10/- each	<u>2000.00</u>	<u>2000.00</u>
<b>Issued, Subscribed and Fully Paid-up</b>		
1,19,50,804 Equity Shares of ₹ 10/- each (including Bonus Shares - 57,86,601)	<u>1195.08</u>	<u>1195.08</u>
	<u>1195.08</u>	<u>1195.08</u>
	No. of Shares	No. of Shares
Reconciliation of the number of Equity Shares		
Outstanding at the beginning and at the end of the year	<u>11950804</u>	<u>11950804</u>
Shareholders holding more than 5% shares of the Company		
Name	No. of Shares %	No. of Shares %
Vinay K. Goenka	3601229 30.13	3601229 30.13
Maple Hotels & Resorts Limited	3196448 26.75	3196448 26.75
Vivek Goenka	1476876 12.36	1476876 12.36

**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.



## Notes to the Consolidated Financial Statements

	As at 31st March, 2019 ₹ in Lakhs	As at 31st March, 2018 ₹ in Lakhs
<b>Note 17</b>		
<b>BORROWINGS</b>		
<b>(NON-CURRENT LIABILITY - SECURED)</b>		
Term Loans from a Bank	375.00	500.00
[Secured by joint equitable mortgage / first charge on the entire fixed assets of the Company, ranking pari passu amongst the Banks, repayable in quarterly instalments ending in July 2021]		
Term Loans from a Bank	899.94	1300.00
[Secured by first charge on equitable mortgage of all the fixed assets, movable and immovable, and second charge on stock and book debts of the Company ranking pari passu amongst the banks, repayable in quarterly instalments with a moratorium of one year, ending in February 2023]		
	<u>1274.94</u>	<u>1800.00</u>
<b>Note 18</b>		
<b>OTHER FINANCIAL LIABILITIES</b>		
<b>(NON-CURRENT LIABILITY)</b>		
Deferred Income received from Government Authorities	149.84	113.61
	<u>149.84</u>	<u>113.61</u>
<b>Note 19</b>		
<b>PROVISIONS</b>		
<b>(NON-CURRENT LIABILITY)</b>		
Provision for Employee Benefits	1140.91	868.95
	<u>1140.91</u>	<u>868.95</u>
<b>Note 20</b>		
<b>BORROWINGS</b>		
<b>(CURRENT LIABILITY - SECURED)</b>		
Working Capital Facilities from Banks		
[Secured by joint equitable mortgage/charge on the current assets and fixed assets, present and future, ranking pari passu amongst the Banks severally, repayable on demand]		
	2150.08	1134.90
	<u>2150.08</u>	<u>1134.90</u>





## Notes to the Consolidated Financial Statements

	As at 31st March, 2019 ₹ in Lakhs	As at 31st March, 2018 ₹ in Lakhs
<b>Note 21</b>		
<b>OTHER FINANCIAL LIABILITIES (CURRENT LIABILITY)</b>		
Current Maturity of Long-Term Debt	525.03	400.00
Interest accrued but not due on borrowings	16.34	18.11
Other Payables		
Employee Benefits Payable	1519.12	771.94
Retention Money	6.13	6.66
	<u>2066.62</u>	<u>1196.71</u>
<b>Note 22</b>		
<b>OTHER LIABILITIES (CURRENT LIABILITY)</b>		
Advance from Customers	2.68	0.88
Statutory Dues	28.23	5.12
	<u>30.91</u>	<u>6.00</u>
<b>Note 23</b>		
<b>PROVISIONS (CURRENT LIABILITY)</b>		
Provision for Employee Benefits	531.07	746.13
	<u>531.07</u>	<u>746.13</u>



## Notes to the Consolidated Financial Statements

	Current Year ₹ in Lakhs	Previous Year ₹ in Lakhs
<b>Note 24</b>		
<b>REVENUE FROM OPERATIONS</b>		
Sale of Products - Tea	11776.69	11845.39
Other Operating Revenues		
Sale of Tea Waste	20.60	15.59
Government Grant / Assistance	52.84	38.06
Sale of Scrap	0.03	0.07
	<u>11850.16</u>	<u>11899.11</u>
<b>Note 25</b>		
<b>OTHER INCOME</b>		
Changes in Fair value of Biological Assets other than Bearer Plants	78.89	92.41
Interest Income on Financial Assets on Deposit	4.69	4.19
Dividend Income from Non - Current Investments	0.01	0.01
Net Gain on Sale of Non - Current Investments	—	0.30
Other Non-operating Income		
Profit on Disposal of Property, Plant and Equipment (Net)	—	1.64
Insurance Claims	1.03	15.52
Miscellaneous Receipts	11.43	6.97
Liabilities no longer required written back	0.82	0.53
Net Gain on Foreign Currency Transactions and Translation	4.03	16.86
	<u>100.90</u>	<u>138.43</u>
<b>Note 26</b>		
<b>CHANGES IN INVENTORIES OF FINISHED GOODS</b>		
Opening Inventories	440.93	368.91
Less : Closing Inventories	754.07	440.93
	<u>(313.14)</u>	<u>(72.02)</u>
<b>Note 27</b>		
<b>EMPLOYEE BENEFITS EXPENSE</b>		
Salaries and Wages	7907.91	6343.01
Contributions to Provident and Other Funds	1037.85	1036.00
Staff Welfare Expenses	1066.03	1107.15
	<u>10011.79</u>	<u>8486.16</u>



## Notes to the Consolidated Financial Statements

	Current Year ₹ in Lakhs	Previous Year ₹ in Lakhs
<b>Note 28</b>		
<b>FINANCE COSTS</b>		
Interest Expense	378.96	358.09
Other Borrowing Costs	24.75	16.67
	<u>403.71</u>	<u>374.76</u>
<b>Note 29</b>		
<b>DEPRECIATION AND AMORTISATION EXPENSE</b>		
Depreciation on Property, Plant and Equipment	346.19	359.73
Amortisation on Intangible Assets	0.93	4.14
	<u>347.12</u>	<u>363.87</u>
<b>Note 30</b>		
<b>OTHER EXPENSES</b>		
Consumption of Stores and Spare Parts		
Packing Materials	122.99	132.14
Others	1299.76	1304.14
Power and Fuel	1142.88	1121.50
Rent	34.97	43.27
Repairs to Buildings	27.53	24.40
Repairs to Machinery	28.98	21.36
Insurance	25.01	25.14
Rates and Taxes	189.16	178.23
Administrative Overheads	456.01	532.00
Selling		
Freight	317.25	320.13
Insurance	20.75	16.73
Other Selling Expenses	213.75	243.63
Loss on Disposal of Property, Plant and Equipment (Net)	0.02	—
	<u>3879.06</u>	<u>3962.67</u>

## Notes to the Consolidated Financial Statements

### Note 31

#### 1. Company Overview

Warren Tea Limited is engaged in the growing, harvesting, manufacture and sale of tea. The Company operates with seven tea estates situated in Assam and sells tea in bulk both in domestic and international markets. The Company is listed on the Bombay and Calcutta Stock Exchanges.

#### 2. Statement of Compliance with Ind AS

These Consolidated financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) as contained in Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 and other relevant provisions of the Companies Act, 2013 (the Act).

#### 3. Significant Accounting Policies

##### 3.1 Classification of Current and Non-Current Assets and Liabilities

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1. The Company has ascertained its operating cycle as twelve months for the purpose of classification of current and non-current assets and liabilities.

##### 3.2 Historical Cost Conventions

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention, except for the following:

- i) certain financial assets and liabilities that are measured at fair value;
- ii) Plan assets relating to defined benefit plans that are measured at fair value;
- iii) biological assets (including un-plucked green leaves) – measured at fair value less cost to sell.

Historical cost is generally based on the fair value of the consideration received in exchange for goods and services.

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

The preparation of financial statements in conformity with Ind AS requires management to make estimates based on its judgements, and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision as well as for future periods if the revision affects both current and future periods.

The Consolidated Financial Statements comprise the financial statements of its Associate being Maple Hotels & Resorts Limited, India, holding 46.92% ownership by the Company.

## Notes to the Consolidated Financial Statements

### Note 31 (Continued)

Investments in Associate Companies is accounted for in accordance with IND AS 28 on Investments in Associates and Joint Ventures in consolidated financial statements prescribed under the Act , under Equity Method.

#### 3.3 Sales and Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of sales returns and trade discounts.

Revenue for Sale of Goods is recognised in the Income Statement when the title, risk and rewards of ownership passed to the buyer.

#### 3.4 Foreign Currency 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.

Exchange Gains or Losses arising out of fluctuations in the exchange rates on settlement or translation are recognised in the Statement of Profit and Loss in the period in which they arise.

#### 3.5 Government Grants/ Assistance

Government Grants/ Assistance (Grant) are recognised at their fair value where there is a reasonable assurance that the Grant will be received and the Company will comply with the conditions attached to them.

Grants relating to income are recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the Grants are intended to compensate.

Grants relating to assets are presented as deferred income in the Balance Sheet and are recognised in profit or loss on a systematic basis over the useful life of the related assets.

#### 3.6 Property, Plant and Equipment

##### (i) Bearer Plants

Bearer Plants have been recognised on 1st April, 2016 as an item of Property, Plant and Equipment in accordance with previous GAAP, on which depreciation has been provided. Expenses on replanting and young tea maintenance of Bearer Plants are considered as Capital Work-in-Progress. Depreciation on Bearer Plants is charged on estimated useful life of 77 years ascertained upon technical evaluation. Depreciation on Bearer Plants is recognised so as to write off its cost over useful lives, using the straight-line method. In accordance with Ind AS , Bearer Plants are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

##### (ii) Items Other than Bearer Plants

Freehold land is carried at historical cost. All other items are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the construction or acquisition of the items of the related property, plant and equipment.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Depreciation of these assets, are on the same basis as other property assets, and commences when the assets are ready for their intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will

## Notes to the Consolidated Financial Statements

### Note 31 (Continued)

flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred. An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from its use. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Items of Property, Plant and Equipment are depreciated in a manner that amortises the cost of the assets net of its residual value, over their useful lives on a straight line basis. For additions/disposals of items during the course of the year, depreciation/amortisation is recognised on a pro-rata basis. Estimated useful lives of the assets are considered as specified in Schedule II of the Companies Act, 2013.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period and the effect of any changes in estimate is accounted for on a prospective basis. However, depreciation on Property, Plant and Equipment and Intangible Assets of the associate Company is provided on Written Down Value Method over the useful life of an asset as per Schedule II to the Companies Act, 2013.

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

#### Impairment of Assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised in profit or loss for the amount by which the asset's carrying amount exceeds its recoverable amount. Assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

#### 3.7 Intangible Assets

Intangible Assets of the Company are recognised when it is an identifiable non-monetary asset without physical substance. An Asset is recognised when it is expected to provide future economic benefits to flow to the Company. These assets are capitalised at the price what would be received to sale an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Useful life is determined as the period over which an asset is expected to be available for use by the Company. Depreciation on Intangible Assets is recognised so as to write-off its cost over the useful life.

#### 3.8 Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issues of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets or financial liabilities. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date when the Company commits to purchase or sell the asset.

##### (i) Financial Assets Recognition and Classification

The financial assets are classified at initial recognition in the following measurement categories as:

## Notes to the Consolidated Financial Statements

### Note 31 (Continued)

- those subsequently measured at amortised cost.
- those to be subsequently measured at fair value [either through other comprehensive income (OCI), or through profit or loss]

#### Subsequent Measurement

##### - Financial assets measured at amortised cost –

Financial assets which are held within the business model of collection of contractual cash flows and where those cash flows represent payments solely towards principal and interest on the principal amount outstanding are measured at amortised cost. A gain or loss on a financial asset that is measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired.

##### - Financial assets measured at fair value through other comprehensive income

- Financial assets that are held within a business model of collection of contractual cash flows and for selling and where the assets' cash flow represents solely payment of principal and interest on the principal amount outstanding are measured at fair value through OCI. Movements in carrying amount are taken through OCI, except for recognition of impairment gains or losses.

When a financial asset, other than investment in equity instrument, is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to statement of profit and loss.

Classification of equity instruments, not being investments in subsidiaries, associates and joint arrangements, depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through OCI. When investment in such equity instrument is derecognised, the cumulative gains or losses recognised in OCI is transferred within equity on such derecognition.

##### - Financial assets measured at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. Movements in fair value of these instruments are taken in profit or loss.

#### Impairment of financial assets

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Impairment losses are recognised in the profit or loss where there is an objective evidence of impairment based on reasonable and supportable information that is available without undue cost or effort. The Company recognises loss allowances on trade receivables when there is objective evidence that the Company will not be able to collect all the due amounts depending on product categories and the payment mechanism prevailing in the industry.

#### Income recognition on financial assets

Interest income from financial assets is recognised in profit or loss using effective interest rate method, where applicable. Dividend income is recognised in profit or loss only when the Company's right to receive payments is established and the amount of dividend can be measured reliably.

#### (ii) Financial Liabilities

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts.

Financial liabilities are classified according to the substance of the contractual arrangements

## Notes to the Consolidated Financial Statements

### Note 31 (Continued)

entered into. Financial liabilities are classified, at initial recognition, as subsequently measured at amortised cost unless they fulfill the requirement of measurement at fair value through profit or loss. Where the financial liability has been measured at amortised cost, the difference between the initial carrying amount of the financial liabilities and their redemption value is recognised in the statement of profit and loss over the contractual terms using the effective interest rate method.

Financial liabilities at fair value through profit or loss are carried at fair value with changes in fair value recognised in the finance income or finance cost in the statement of profit or loss.

#### (iii) Derecognition of financial assets and financial liabilities

Financial assets are derecognised when the rights to receive benefits have expired or been transferred, and the Company has transferred substantially all risks and rewards of ownership of such financial asset. Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

#### (iv) Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

### 3.9 Employee Benefits

#### a) Short Term Employee Benefits

These are recognised at the undiscounted amount as expense for the year and are expensed as the related service is provided.

#### b) Other Long term employment benefits

The cost of providing long-term employee benefits is determined using Projected Unit Credit Method with actuarial valuation being carried out at each Balance Sheet date. Actuarial gains and losses and past service cost are recognised immediately in the Statement of Profit and Loss for the period in which they occur. Long term employee benefit obligation recognised in the Balance Sheet represents the present value of related obligation.

#### c) Post Employment Benefits

Contributions under Defined Contribution Plans payable in keeping with the related schemes are recognised as expenditure for the year.

In case of Defined Benefit Plans, the cost of providing the benefit is determined using the Projected Unit Credit Method with actuarial valuation being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in full in the Other Comprehensive Income for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, if any, and as reduced by the fair value of plan assets, where funded. Any asset resulting from this calculation is limited to the present value of any economic benefit available in the form of refunds from the plan or reductions in future contributions to the plan.

(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 and are independent of the Company's finance. Such contributions are recognised in the Accounts on



## Notes to the Consolidated Financial Statements

### Note 31 (Continued)

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.

(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.

### 3.10 Inventories

Inventories of Stores, as existing at the year-end, represent weighted average cost of procurements. Provision is made for obsolete and slow moving inventories whenever necessary in the Accounts. Finished goods produced from agricultural produce are valued at lower of cost, arrived at by adding the cost of conversion to the fair value of agricultural produce and the net realisable value. Net realisable value represents the estimated selling price for inventories less all selling costs.

### 3.11 Biological Assets

Biological assets of the Company comprises un-harvested green tea leaves that are classified as current assets.

The Company recognises biological assets when, and only when, the Company controls the assets as a result of past events. It is probable that future economic benefits associated with such assets will flow to the Company and the fair value or cost of the assets can be measured reliably. Expenditure incurred on biological assets are measured on initial recognition and at the end of each reporting period at its fair value less costs to sell. The gain or loss arising from a change in fair value less costs to sell of biological assets are included in statement of profit and loss for the period in which it arises.

### 3.12 Trade Receivables

Trade receivables are recognised at Fair Value less provision for impairment if any.

### 3.13 Provision and Contingent Liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking in to account the risks and uncertainties surrounding the obligation.

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.

### 3.14 Borrowing Cost

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other Interest

## Notes to the Consolidated Financial Statements

### Note 31 (Continued)

and Operational Borrowing Costs are recognised as Revenue Expenditure in the year in which these are incurred and are charged to Profit and Loss.

#### 3.15 Taxes on Income

Taxes on income comprises of current taxes and deferred taxes. Current Tax in the statement of profit and loss is determined as the amount of income-tax payable/recoverable in respect of the taxable income for the current period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

Deferred Tax is recognised on temporary differences between the carrying amount of assets and liabilities and the corresponding tax bases used in the computation of taxable profit.

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. Such deferred tax assets and liabilities are not recognised if the temporary differences arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity net of tax respectively.

## 4. Financial Instruments and Related Disclosures

### Capital Management

The Company's objective is to have a strong capital base in order to maximise the shareholders' wealth and to ensure the continuity of the business from its internal resources and if found necessary, from a judicious use of borrowing facilities to fund requirements for meeting operational requirements as well as for comprehensive growth of the Company.

### 5. Financial risk management objectives

The Company's faces a variety of financial risks, including market risk, credit risk and liquidity risk. The Company continues to focus on business risk management. The Company management seeks to enable the early identification, evaluation and effective management of key risks facing the business. The Company has strong internal control systems resting on policies and procedures issued by appropriate authorities, process of regular audits and monitoring of risks.

#### a) Market risk

The Company's business, primarily agricultural in nature, future cash flows will fluctuate because of adverse weather conditions and lack of future markets. The Company closely monitors the changes in market conditions and select the sales strategies to mitigate its exposure to risk.

#### b) Foreign currency risk

The Company undertakes transactions denominated in foreign currency which results in exchange rate fluctuations. Such exchange rate risk primarily arises from transactions made in foreign exchange. A significant portion of these transactions are in US Dollar and Euro.

## Notes to the Consolidated Financial Statements

### Note 31 (Continued)

#### c) Foreign currency sensitivity

The impact of sensitivity analysis arising on account of outstanding foreign currency denominated assets and liabilities is insignificant.

#### d) Interest rate risk

Interest rate risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The objective of the Company is to lessen the impact of adverse interest rate movements on its earnings and cash flows and to minimise counterparty risks.

The Company is exposed to interest rate volatilities primarily with respect to its short term borrowings from banks as well as Financial Institutions.

The Company manages such risk by proper leverage of its internal resources.

#### e) Interest rate sensitivity

Since the borrowings are all short/medium term in nature, the volatility in the interest rate is minimal.

#### f) Liquidity risk

Liquidity risk is the risk that the Company may encounter difficulty including seasonality in meeting its obligations. The Company mitigates its liquidity risks by ensuring timely collections of its trade receivables, close monitoring of its credit cycle and ensuring optimal movements of its inventories.

#### g) Credit risk

Credit risk is the risk that counterparty will not meet its obligations leading to a financial loss. The Company has its policies to limit its exposure to credit risk arising from outstanding receivables. Management regularly assesses the credit quality of its customers. The credit risk of the Company is relatively low as the Company also sells largely its teas through the auction system which is on cash and carry basis and through exports which are mostly backed by letter of credit or on advance basis.

### 6. Fair value measurements

#### Fair value hierarchy

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

**Level 1:** Quoted prices in active market for identical assets or liabilities.

**Level 2:** Inputs other than quoted price including within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

**Level 3:** Inputs for the assets or liabilities that are not based on observable market data. If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant input being the discount rate that reflects the credit risk of counterparty. This is the case with listed instruments where market is not liquid and for unlisted instruments.

## Notes to the Consolidated Financial Statements

### Note 31 (Continued)

The management consider that the carrying amount of financial assets (other than those measured at fair values) and liabilities recognised in the financial statements approximate their fair value as on March 31, 2019 and March 31, 2018.

There has been no change in the valuation methodology for Level 3 inputs during the year. There were no transfers between Level 1 and Level 2 during the year.

(₹ in Lakhs)

- 7 Under the Assam Fixation of Ceiling of Land Holding Act, 1956, undeveloped lands, approximately 2145 hectares (Previous Year - 2145 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 ₹
8 Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of Advance)	1.92	36.01
9 Contingent Liabilities		
(a) Claims not acknowledged as debt	—	1.50
(b) Sales Tax Demands in dispute (under Appeals)	98.19	98.19
Cash outflows, if any, in respect of the above is not determinable at this stage.		
10 Unpaid Disputed Statutory Dues in respect of		
(a) Income-tax		
Forum : Deputy Commissioner of Income-Tax	33.53	33.53
Commissioner of Income-tax (Appeals)	25.07	25.07
(b) Sales tax		
Forum : Deputy Commissioner of Taxes (Appeals)	68.16	68.16
Commissioner of Taxes	5.86	5.86
Gauhati High Court	17.60	17.60
(c) Land Revenue		
Forum : Additional Deputy Commissioner	28.33	28.33
11 Loans and Advances to Employees include		
(i) Amounts due by a Director of the Company		
(a) On Long-Term	—	4.84
(b) On Short-Term	4.84	2.09
(Advanced to an employee since elevated as a Director)		
(ii) Amounts due by an Officer of the Company		
(a) On Short-Term	—	0.44

- 12 There are no outstanding dues of micro and small enterprises based on information available with the Company.

**Notes to the Consolidated Financial Statements**
**Note 31 (Continued)**

(₹ in Lakhs)

	Current Year ₹	Previous Year ₹
13 Amounts paid/payable to Auditors		
Statutory Auditors		
(a) Statutory Audit Fees	9.00	9.00
(b) Tax Audit Fees	1.00	1.00
(c) Limited Review & Other Matters	2.50	2.84
(d) Out of Pocket Expenses	0.31	0.29
14 Consumption of Stores and Spares		
Indigenous	1422.75	1427.27
Imported	—	9.01
	<u>1422.75</u>	<u>1436.28</u>
15 Earnings in Foreign Exchange		
Exports on F.O.B. basis	82.93	496.07
16 Expenditure in Foreign Currency		
(a) Subscription and Other Charges	18.11	1.68
(b) Pension	1.06	1.37
(c) Travelling	—	12.33

**17 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 31 the following Table sets forth the particulars in respect of Defined Benefit Plans of the Company for the year ended 31st March, 2019 arising out of actuarial valuations:

**A) Funded Plans**
**I) Changes in Present Value of Obligation**

	Funded Plans			
	Gratuity		Superannuation	
	2018-19	2017-18	2018-19	2017-18
Present Value of Obligation as on last valuation	2819.80	2853.91	810.95	805.21
Current Service Cost	157.37	136.06	83.49	79.95
Interest Cost	208.17	212.17	58.07	58.04
Vested Portion at the end of the year (Past Service)	—	22.37	—	—
Actuarial (Gains)/Losses on Obligations due to change in Financial Assumption	—	(650.93)	—	(34.51)
Actuarial (Gains)/Losses on Obligations due to unexpected Experience	252.41	450.07	(133.19)	(14.79)
Benefits paid	(239.68)	(203.85)	(93.78)	(82.95)
Present Value of Obligation as on valuation date	<u>3198.07</u>	<u>2819.80</u>	<u>725.54</u>	<u>810.95</u>



**Notes to the Consolidated Financial Statements**

**Note 31 (Continued)**

(₹ in Lakhs)

	Funded Plans			
	Gratuity		Superannuation	
	2018-19	2017-18	2018-19	2017-18
II) Changes in Fair Value of Plan Asset				
Fair value of Plan Assets at the beginning of the year	2882.09	2373.67	828.50	827.44
Interest Income	222.21	183.01	62.97	62.88
Return on Plan Asset excluding Interest Income	613.75	49.04	6.36	(13.23)
Contributions	—	480.22	33.91	34.36
Benefits paid	(239.68)	(203.85)	(93.78)	(82.95)
Fair value of Plan Assets at the end of the measurement period	3478.37	2882.09	837.96	828.50
III) Reconciliation to Balance Sheet				
Funded Status				
Fund Asset	3478.37	2882.09	837.96	828.50
Fund Liability	3198.07	2819.80	725.54	810.95
	280.30	62.29	112.42	17.55
IV) Plan Assumptions				
Discount Rate (%)	7.71	7.71	7.60	7.60
Expected Return on Plan Asset (%)	7.71	7.71	7.60	7.60
Rate of Compensation Increase (Salary Inflation) (%)	5.00	5.00	5.00	5.00
Average Expected Future Service (Remaining working life)	21,12,2	21,12,2	10,7,1	10,8,2
Mortality Table	IALM	IALM	IALM	IALM
	2006-2008	2006-2008	2009-2008	2009-2008
	Ultimate	Ultimate	Ultimate	Ultimate
Superannuation at age - Male / Female	58,60,62	58,60,62	58,60,62	58,60,62
Early Retirement and Disablement (All Causes Combined) (%)	1.00	1.00	1.00	1.00
Above age 45 (%)	0.06	0.06		
Between 29 to 45 (%)	0.03	0.03		
Below age 29 (%)	0.01	0.01		
Voluntary Retirement	Ignored	Ignored		
V) Expenses recognised in the Statement of Profit and Loss				
Current Service Cost	157.37	136.06	83.49	79.95
Past Service Cost ( vested )	—	22.37	—	—
Net Interest Cost	(14.04)	29.17	(4.90)	(4.84)
Benefit Cost ( Expense recognised in Statement of Profit and Loss )	143.33	187.60	78.59	75.11



**Notes to the Consolidated Financial Statements**

**Note 31 (Continued)**

(₹ in Lakhs)

	Funded Plans			
	Gratuity		Superannuation	
	2018-19	2017-18	2018-19	2017-18
VI) Other Comprehensive Income				
Actuarial (Gains)/Losses on Obligations due to change in Financial Assumption	—	(650.93)	—	(34.51)
Actuarial (Gains)/Losses on Obligations due to unexpected Experience	252.41	450.07	(133.19)	(14.79)
Total Actuarial (Gains) / Losses	252.41	(200.86)	(133.19)	(49.30)
Return on Plan Asset excluding Interest Income	613.75	49.04	6.36	(13.24)
Balance at the end of the year	(361.34)	(249.90)	(139.55)	(36.06)
Net (Income) / Expense for the period recognised in OCI	(361.34)	(249.90)	(139.55)	(36.06)
VII) Allocation of Plan Asset at end of measurement period				
Cash and Cash Equivalents	11.17	175.11	11.60	92.94
Special Deposit Scheme	105.20	105.20	53.06	53.06
State Government Securities	357.68	90.15	100.53	30.51
Government of India Assets	305.39	204.84	59.45	66.25
Corporate Bonds	1431.98	1042.35	251.61	256.97
Debt Securities	157.85	43.49	—	—
Annuity Contracts/Insurance Fund	636.29	697.35	327.63	301.98
Other Assets	472.82	523.61	34.08	26.79
	<u>3478.38</u>	<u>2882.10</u>	<u>837.96</u>	<u>828.50</u>
VIII) Allocation in % of Plan Asset at end measurement period				
Cash and Cash Equivalents	0.32	6.08	1.38	11.22
Special Deposit Scheme	3.02	3.65	6.33	6.40
State Government Securities	10.28	3.13	12.00	3.68
Government of India Assets	8.78	7.10	7.09	8.00
Corporate Bonds	41.17	36.16	30.03	31.02
Debt Securities	4.54	1.51	—	—
Annuity Contracts/Insurance Fund	18.29	24.20	39.10	36.45
Other Assets	13.60	18.17	4.07	3.23
	<u>100.00</u>	<u>100.00</u>	<u>100.00</u>	<u>100.00</u>

**Notes to the Consolidated Financial Statements**
**Note 31 (Continued)**

(₹ in Lakhs)

		Funded Plans			
		Gratuity		Superannuation	
		2018-19	2017-18	2018-19	2017-18
IX) Mortality Table					
	Age	Mortality (per annum)		Mortality (per annum)	
	25	0.000984		0.000984	
	30	0.001056		0.001056	
	35	0.001282		0.001282	
	40	0.001803		0.001803	
	45	0.002874		0.002874	
	50	0.004946		0.004946	
	55	0.007888		0.007888	
	60	0.011534		0.011534	
	65	0.017009		0.017009	
	70	0.025855		0.025855	

**X) Sensitivity Analysis**

	Current Year		Previous Year		Current Year		Previous Year	
	Increase	Decrease	Increase	Decrease	Increase	Decrease	Increase	Decrease
Impact for change in Discount Rate (-/+ 0.5%)	3051.86	3362.70	2400.44	2652.15	703.73	727.55	794.97	825.95
% change Compared to base due to sensitivity	-4.57%	5.15%	-4.79%	5.19%	-3.01%	0.28%	-1.97%	1.85%
Impact for change in Salary growth (-/+ 0.5%)	3365.82	3042.92	2653.97	2397.86	737.68	707.48	824.66	797.81
% change Compared to base due to sensitivity	5.25%	-4.85%	5.27%	-4.89%	1.95%	-2.49%	1.69%	-1.62%
Impact for change in Attrition growth (-/+ 0.5%)	3204.32	3191.82	2525.72	2516.64	715.31	725.40	810.79	811.11
% change Compared to base due to sensitivity	0.20%	-0.20%	0.18%	-0.18%	-1.41%	1.41%	0.02%	-0.02%
Impact for change in Mortality Rate (-/+ 10%)	3222.77	3173.38	2540.52	2501.84	715.14	715.55	810.39	811.51
% change Compared to base due to sensitivity	0.77%	-0.77%	0.77%	-0.77%	-1.43%	1.43%	-0.07%	0.07%

**XI) Estimated Future payments of Benefits ( Past Service )**

Year		
1	528.37	209.37
2	137.61	183.23
3	200.13	68.89
4	242.23	48.96
5	264.62	32.24
6 to 10	1427.05	202.19
More than 10 years	5454.62	261.80
Total Undiscounted Payments related to Past Service	8254.63	1006.68
Less: Discount for Interest	5056.56	281.14
Projected Benefit Obligation	3198.07	725.54



**Notes to the Consolidated Financial Statements**
**Note 31 (Continued)**

(₹ in Lakhs)

	Funded Plans			
	Gratuity		Superannuation	
	2018-19	2017-18	2018-19	2017-18
XII) Outlook for Net Periodic Benefit Cost Next Year				
Current Service Cost (Employer portion only)				
Next period	163.74	141.31		
Interest Cost next period	200.11	176.20		
Expected Return on Plan Asset	268.18	222.21		
Benefit Cost	95.67	95.31		
XIII) Bifurcation of Net Liability				
Current Liability	509.11	465.25	201.84	162.99
Non Current Liability	2688.96	2354.55	523.70	647.96
Net Liability	<u>3198.07</u>	<u>2819.80</u>	<u>725.54</u>	<u>810.95</u>
B) Unfunded Plans				
I) Changes in Present Value of Obligation				
	Unfunded Plans			
	Pension		Additional Retiral Benefit	
	2018-19	2017-18	2018-19	2017-18
Present Value of Obligation as on last valuation	1054.15	1169.02	64.04	64.66
Current Service Cost	35.20	31.47	4.02	3.81
Interest Cost	79.55	88.77	4.64	4.61
Vested Portion at the end of the year (Past Service)	—	—	—	11.21
Actuarial (Gains)/Losses on Obligations due to change in Financial Assumption	—	(159.72)	0.47	(5.82)
Actuarial (Gains)/Losses on Obligations due to unexpected Experience	(18.40)	(40.16)	(3.84)	(6.31)
Benefits paid	(44.76)	(35.23)	(2.77)	(8.12)
Present Value of Obligation as on valuation date	<u>1105.74</u>	<u>1054.15</u>	<u>66.56</u>	<u>64.04</u>
II) Reconciliation to Balance Sheet				
Funded Status				
Fund Liability	1105.74	1054.15	66.56	64.04

**Notes to the Consolidated Financial Statements**
**Note 31 (Continued)**

(₹ in Lakhs)

	Unfunded Plans			
	Pension		Additional Retiral Benefit	
	2018-19	2017-18	2018-19	2017-18
III) Plan Assumptions				
Discount Rate (%)	7.71	7.71	7.40	7.60
Rate of Compensation Increase (Salary Inflation) (%)	1.50	1.50	5.00	5.00
Average Expected Future Service (Remaining working life) (%)	11	11	10,8,2	12,9,2
Mortality Table	IALM 2006-2008 Ultimate	IALM 2009-2008 Ultimate	IALM 2006,2008	IALM 2006,2008
Superannuation at age - Male / Female	60	60	58,60,62	58,60,62
Early Retirement and Disablement (All Causes Combined) (%)	1.00	1.00	1.00	1.00
Above age 45 (%)			0.06	0.06
Between 29 to 45 (%)			0.03	0.03
Below age 29 (%)			0.01	0.01
Voluntary Retirement			Ignored	Ignored
IV) Expenses recognised in the Statement of Profit and Loss				
Current Service Cost	35.20	31.47	4.02	3.81
Past Service Cost (Vested)	—	—	—	11.21
Net Interest Cost	79.55	88.77	4.64	4.61
Benefit Cost (Expense recognised in Statement of Profit and Loss)	114.75	120.24	8.66	19.63
V) Other Comprehensive Income				
Actuarial (Gains)/Losses on Obligations due to change in Financial Assumption	—	(159.72)	0.47	(5.82)
Actuarial (Gains)/Losses on Obligations due to unexpected Experience	(18.40)	(40.16)	(3.84)	(6.31)
Total Actuarial (Gains)/Losses	(18.40)	(199.88)	(3.37)	(12.13)
Return on Plan Asset excluding Interest Income				
Balance at the end of the year	(18.40)	(199.88)	(3.37)	(12.13)
Net (Income) / Expense for the period recognised in OCI	(18.40)	(199.88)	(3.37)	(12.13)

**Notes to the Consolidated Financial Statements**
**Note 31 (Continued)**

(₹ in Lakhs)

		Unfunded Plans			
		Pension		Additional Retiral Benefit	
		2018-19	2017-18	2018-19	2017-18
VI) Mortality Table	Age	Mortality (per annum)		Mortality (per annum)	
	25	0.000984		0.000984	
	30	0.001056		0.001056	
	35	0.001282		0.001282	
	40	0.001803		0.001803	
	45	0.002874		0.002874	
	50	0.004946		0.004946	
	55	0.007888		0.007888	
	60	0.011534		0.011534	
	65	0.017009		0.017009	
	70	0.025855		0.025855	

**VII) Sensitivity Analysis**

	Current Year		Previous Year		Current Year		Previous Year	
	Increase	Decrease	Increase	Decrease	Increase	Decrease	Increase	Decrease
Impact for change in Discount Rate (-/+ 0.5%)	1105.56	1105.92	1033.75	1075.52	65.01	68.20	60.08	62.50
% change Compared to base due to sensitivity	-0.02%	0.02%	-1.94%	2.03%	(2.32)	2.47	(1.92)	2.04
Impact for change in Salary growth (-/+ 0.5%)	1105.93	1105.55	1075.84	1033.27	68.22	64.98	62.41	60.16
% change Compared to base due to sensitivity	0.02%	-0.02%	2.06%	-1.98%	2.50	(2.37)	1.88	(1.78)
Impact for change in Attrition growth (-/+ 0.5%)	1105.76	1105.72	1054.60	1053.71	66.61	66.51	61.29	61.22
% change Compared to base due to sensitivity	0.01%	-0.01%	0.04%	-0.04%	0.07	(0.07)	0.06	(0.06)
Impact for change in Mortality Rate (-/+ 10%)	1109.77	1101.70	1058.17	1050.14	66.80	66.31	61.45	61.05
% change Compared to base due to sensitivity	0.37%	-0.37%	0.38%	-0.38%	0.37	(0.37)	0.32	(0.32)

**VIII) Estimated Future payments of Benefits ( Past Service )**

Year		
1	52.62	32.94
2	57.31	11.11
3	59.40	4.53
4	61.85	3.41
5	68.42	0.28
6 to 10	400.73	15.81
More than 10 years	1301.09	28.34
Total Undiscounted Payments related to Past Service	2001.42	96.42
Less: Discount for Interest	895.68	29.86
Projected Benefit Obligation	1105.74	66.56



**Notes to the Consolidated Financial Statements**

**Note 31 (Continued)**

(₹ in Lakhs)

	Unfunded Plans			
	Pension		Additional Retiral Benefit	
	2018-19	2017-18	2018-19	2017-18
IX) Outlook for Net Periodic Benefit Cost Next Year				
Particulars				
Current Service Cost				
(Employer portion only) Next period			2.70	
Interest Cost next period			3.59	
Benefit Cost			6.29	
X) Bifurcation of Net Liability				
Current Liability	50.70	64.80	31.79	27.13
Non Current Liability	1055.04	989.35	34.77	36.91
Net Liability	1105.74	1054.15	66.56	64.04
Post Employment Defined Contribution Plan				
During the year, an aggregate amount of ₹ 788.55 (Previous Year - ₹ 741.59) has been recognised as expenditure towards Provident Fund, defined contribution plan of the Company.				
			Current Year	Previous Year
18 Basic and Diluted Earnings Per Share				
Number of Equity Shares at the beginning of the year			11950804	11950804
Number of Equity Shares at the end of the year			11950804	11950804
Weighted average number of Equity Shares outstanding during the year			11950804	11950804
Face value of each Equity Share (₹)			10	10
Profit after tax available for distribution to the Equity Shareholders			(1576.73)	(838.11)
Basic and Diluted Earnings per Share (₹)			(13.19)	(7.01)
Dilutive Potential Equity Shares			Not Applicable	Not Applicable
19 Related Party Disclosures				
(i) Names and Relationship				
	Relationship		Name	
Associate			Maple Hotels & Resorts Limited	
Significant Influence by Key Management Personnel			Warren Industrial Limited	
			Sectra Plaza Private Limited	
			Softweb Technologies Private Limited	
Key Management Personnel			Mr. Vinay K. Goenka (Chairman)	
			Mr. S.K. Ghosh (Managing Director)	
			Mr. S. Roy (Company Secretary)	
			Mr. S. K. Mukhopadhyay (Chief Financial Officer)	
Relative of a Key Management Personnel			Mr. Vivek Goenka	
Post Employment Benefit Plan			Warren Staff Provident Fund	
			Warren Tea Gratuity Fund	
			Warren Industrial & Associated Co's Superannuation Fund	

**Notes to the Consolidated Financial Statements**
**Note 31 (Continued)**

	Current Year ₹	(₹ in Lakhs) Previous Year ₹
(ii) Particulars of Transactions and year-end balances		
Names and Relationship		
Associate		
Sale of Tea		
Maple Hotels & Resorts Limited	1.58	—
Significant Influence by Key Management Personnel		
Receiving of Services		
Sectra Plaza Private Limited	7.28	7.28
Softweb Technologies Private Limited	27.00	31.66
Purchase of Fixed Assets		
Softweb Technologies Private Limited	7.00	—
Key Management Personnel & Relative		
Remuneration		
Mr. Vinay K. Goenka	147.64	151.99
Mr. S. K. Ghosh	127.24	129.86
Mr. S. Roy	28.60	27.55
Mr. S. K. Mukhopadhyay	28.22	25.14
Mr. Vivek Goenka	25.70	23.45
Compensation of Key Management Personnel & Relative		
Short Term Employee Benefits	329.61	305.66
Post Employment Benefits	23.87	39.40
Other Long Term Benefits	3.92	12.93
Balance at the year-end		
Associate		
Investments		
Maple Hotels & Resorts Limited	3146.98	3146.98
Significant Influence by Key Management Personnel		
Security Deposit		
Sectra Plaza Private Limited	430.80	430.80
Current Liabilities		
Sectra Plaza Private Limited	8.64	4.32
Softweb Technologies Private Limited	44.80	7.97
Key Management Personnel		
Current Liabilities		
Mr. Vinay K. Goenka	50.38	43.20
Mr. S. K. Ghosh	38.32	32.40
Mr. S. Roy	1.08	—
Mr. S. K. Mukhopadhyay	1.27	—
Advances		
Mr. S. K. Ghosh	4.84	6.93
Mr. S. Roy	—	0.44
Relative of a Key Management Personnel		
Current Liabilities		
Mr. Vivek Goenka	1.28	—

**Notes to the Consolidated Financial Statements**
**Note 31 (Continued)**

(₹ in Lakhs)

**20 Segment Information**

(i) The Company is engaged in the integrated process of growing, harvesting, manufacturing and sale of **Black Tea** during the year and has identified one operating segment i.e Tea.

**(ii) Geographical Information**

	Domestic	Exports	Total
<b>Revenue from External Customers</b>	<b>11697.79</b>	<b>78.90</b>	<b>11776.69</b>
	<b>(11366.18)</b>	<b>(479.21)</b>	<b>(11845.39)</b>
Non-Current Assets*	9373.24	—	9373.24
	<b>(8830.03)</b>	—	<b>(8830.03)</b>

\* Non-Current Assets excludes Financial Assets, Deferred Tax Assets and Post Employment Benefit Assets.

Figures of Previous Year are indicated in Italics within brackets “( )”

(ii) The Company has entered into transactions with two external customers aggregating to ₹ 8611.47 exceeding 10% of the Turnover of the Company.

**21 Movements in Deferred Tax Assets/( Liabilities)**

	Balance as at 1st April, 2018	Recognised in		Balance as at 31st March, 2019
		Profit & Loss	Other Comprehensive Income	
<b>Deferred Tax Liabilities</b>				
on financial allowances on				
Property, Plant & Equipment	(836.80)	(82.56)	—	(919.36)
On Capital Work in Progress	(393.59)	(74.11)	—	(467.70)
	<b>(1230.39)</b>	<b>(156.67)</b>	—	<b>(1387.06)</b>
<b>Deferred Tax Assets</b>				
Business Loss	1130.14	1033.74	(148.27)	2015.61
Provision for doubtful debts	1.91	—	—	1.91
Change in value of Inventory	—	24.25	—	24.25
Expenses allowable on payment	118.27	(118.27)	—	—
Change in value of Investment	(11.29)	4.29	(0.07)	(7.07)
Other timing difference	1.89	(1.89)	—	—
	<b>1240.92</b>	<b>942.12</b>	<b>(148.34)</b>	<b>2034.70</b>
<b>Deferred Tax Assets (Net)</b>	<b>10.53</b>	<b>785.45</b>	<b>(148.34)</b>	<b>647.64</b>

**22 Reconciliation of Effective Tax Rate**

	As at 31st March, 2019	As at 31st March, 2018
Profit before Tax	(2377.48)	(1077.90)
Income Tax Expense at 28.40%		
(Previous Year - 28.30%)	(675.20)	(305.04)
Impact on		
Exempt Income	2.15	1.77
Items not deductible in Taxes	—	(1.19)
Deduction available in Taxes	(4.27)	2.45
Other Items	(108.13)	13.34
Income Tax recognised in Profit and Loss	<b>(785.45)</b>	<b>(288.66)</b>



## Notes to the Consolidated Financial Statements

### Note 31 (Continued)

(₹ in Lakhs)

#### 23. Statement containing Financial Information of Associate :

Sl No	Name of the Entity	Net Assets		Share in Profit or Loss		Share in Other Comprehensive Income		Total Comprehensive Income	
		As % of Consolidated Net Assets	Amount	As % of Consolidated Profit or Loss	Amount	As % of Consolidated Other Comprehensive Income	Amount	As % of Consolidated Total Comprehensive Income	Amount
1	Parent								
	Warren Tea Limited	90.63	8352.05	100.97	(1592.03)	99.66	373.96	101.38	(1218.07)
		<i>[91.87]</i>	<i>[9570.12]</i>	<i>[94.17]</i>	<i>[(789.24)]</i>	<i>[97.72]</i>	<i>[374.64]</i>	<i>[91.18]</i>	<i>[(414.60)]</i>
2	Associate								
	Maple Hotels & Resorts Limited	9.37	863.31	(0.97)	15.30	0.34	1.28	(1.38)	16.58
		<i>[8.13]</i>	<i>[846.73]</i>	<i>[5.83]</i>	<i>[(48.87)]</i>	<i>[2.28]</i>	<i>[8.76]</i>	<i>[8.82]</i>	<i>[(40.11)]</i>
	Total	100.00	9215.36	100.00	(1576.73)	100.00	375.24	100.00	(1201.49)
		<i>[100.00]</i>	<i>[10416.85]</i>	<i>[100.00]</i>	<i>[(838.11)]</i>	<i>[100.00]</i>	<i>[383.40]</i>	<i>[100.00]</i>	<i>[(454.71)]</i>

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

#### 24 (i) Categories of Financial Instruments

Particulars	As at 31.3.2019		As at 31.3.2018	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial Assets</b>				
Measured at amortised cost				
Cash and Cash Equivalents	5.30	5.30	8.65	8.65
Other Bank Balances	1.19	1.19	1.19	1.19
Loans	622.16	622.16	624.67	624.67
Trade Receivables	2890.28	2890.28	3953.57	3953.57
Other Financial Assets	7.18	7.18	6.86	6.86
	3526.11	3526.11	4594.94	4594.94
Measured at Fair value through Other Comprehensive Income				
Equity Shares	168.00	168.00	168.36	168.36
<b>Total Financial Assets*</b>	<b>3694.11</b>	<b>3694.11</b>	<b>4763.30</b>	<b>4763.30</b>
<b>Financial Liabilities</b>				
Measured at amortised cost				
Borrowings	3425.02	3425.02	2934.90	2934.90
Trade Payables	2304.98	2304.98	1451.15	1451.15
Other financial Liabilities	2216.46	2216.46	1310.32	1310.32
<b>Total Financial Liabilities</b>	<b>7946.46</b>	<b>7946.46</b>	<b>5696.37</b>	<b>5696.37</b>

\* excludes investments in Associates measured using Equity Method

**Notes to the Consolidated Financial Statements**
**Note 31 (Continued)**

(₹ in Lakhs)

(ii) Fair Value Hierarchy of Assets and Liabilities measured at Fair Value on a recurring basis

<u>Particulars</u>	<u>Fair Value Hierarchy Level</u>	<u>Fair Value as at</u>	
		<u>31st March, 2019</u>	<u>31st March, 2018</u>
Financial Assets			
Equity Shares	1	0.95	1.31
Equity Shares	3	167.05	167.05

(iii) Fair value measurements for biological assets other than bearer plants:

2	240.49	161.60
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Fair value is being arrived at based on the observable market prices of made tea adjusted for manufacturing costs.

25. Figures of Previous Year have been regrouped or rearranged, wherever necessary.

Signatures to Note Nos. 1 to 31

B M Chatrath & Co LLP  
Firm Registration Number - 301011E/E300025  
Chartered Accountants  
Sukhpreet S. Sidhu  
*Partner*  
Membership Number - 052187  
Kolkata, 30th May, 2019

S. Roy  
*Company Secretary*  
S. K. Mukhopadhyay  
*Chief Financial Officer*

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



**CONSOLIDATED CASH FLOW STATEMENT  
for the year ended 31st March, 2019**

		(₹ in Lakhs)
	Current Year	Previous Year
<b>A. Cash Flow from operating activities</b>		
Profit / (Loss) before Taxation	(2377.48)	(1077.90)
Adjustments for		
Depreciation and Amortisation	347.12	363.87
Finance Costs	403.71	374.76
Income from Interest and Dividends	(4.70)	(4.20)
Biological Assets other than Bearer Plants	(78.89)	(92.41)
Provisions no longer required written back	(0.82)	(0.53)
Net (Gain) / Loss on Sale of Non-Current Investments	—	(0.30)
(Profit) / Loss on Disposal of Property, Plant and Equipment (Net)	0.02	(1.64)
Operating Profit before working capital changes	(1711.04)	(438.35)
Adjustments for changes in		
Trade and Other Receivables	628.93	775.77
Inventories	(472.79)	68.51
Trade Payables and Other Liabilities	2242.00	(135.84)
Cash generated from operations	687.10	270.09
Direct Taxes Paid	(0.62)	(0.34)
Net Cash from operating activities	(A) 686.48	269.75
<b>B. Cash Flow from investing activities</b>		
Purchase of Property, Plant and Equipment	(714.64)	(675.68)
Payment of Capital Advances	(189.27)	(23.71)
Sale of Non-current Investments	—	5.29
Sale of Property, Plant and Equipment	0.03	1.75
Interest and Dividend Received	4.38	29.08
Net Cash from / (used) in investing activities	(B) (899.50)	(663.27)
<b>C. Cash Flow from financing activities</b>		
Proceeds from Short-term Borrowings	1215.18	3378.95
Proceeds from Long-term Borrowings	—	500.10
Repayment of Long-term Borrowings	(400.03)	(214.71)
Repayment of Short-term Borrowings	(200.00)	(2900.00)
Finance Costs Paid	(405.48)	(372.38)
Net Cash from / (used) in financing activities	(C) 209.67	391.96
Net increase / (decrease) in Cash and Cash Equivalents	(A + B + C) (3.35)	(1.56)

**CONSOLIDATED CASHFLOW STATEMENT (Continued)**

	(₹ in Lakhs)	
	Current Year	Previous Year
Cash and Cash Equivalents		
Opening Balance		
Cash and Cash Equivalents [Note 11]	8.65	10.21
Closing Balance		
Cash and Cash Equivalents [Note 11]	5.30	8.65

1. The above Consolidated Cash Flow Statement has been prepared in accordance with Ind AS 7.
2. The Notes referred to above form an integral part of the Consolidated Cash Flow Statement.
3. Previous year's figures have been regrouped or rearranged, wherever necessary.

As per our Report of even date.

B M Chatrath & Co LLP

Firm Registration Number - 301011E/E300025

Chartered Accountants

Sukhpreet S. Sidhu

*Partner*

Membership Number - 052187

Kolkata, 30th May, 2019

S. Roy

*Company Secretary*

S. K. Mukhopadhyay

*Chief Financial Officer*

Vinay K. Goenka

*Executive Chairman*

S. K. Ghosh

*Managing Director*



**Form AOC - 1**

[Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014]

**Statement containing salient features of the financial statement of Associate Companies**

**Part "B" : Associates**

**Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associated Companies**

Name of Associate	Maple Hotels & Resorts Limited
1 Latest audited Balance Sheet Date	31st March, 2019
2 Date on which the Associate was associated	7th March, 2014
3 Shares of Associate held by the Company on the year end	
Number	65,00,000
Amount of Investment in Associate (₹ in Lacs)	3146.98
Extent of Holding %	46.92%
4 Description of how there is significant influence	Holding directly 20% or more of the voting power
5 Reason why the associate is not consolidated	Financial Statements are consolidated in accordance with the applicable Accounting Standards
6 Networth attributable to Shareholding as per latest audited Balance Sheet (₹ in Lacs)	3439.42
7 Profit for the year (₹ in Lacs)	32.61
(i) Considered in Consolidation	15.30
(ii) Not Considered in Consolidation	17.31

	S. Roy Company Secretary S. K. Mukhopadhyay Chief Financial Officer	Vinay K. Goenka Executive Chairman S. K. Ghosh Managing Director
Kolkata, 30th May, 2019		