



Annual Report
2014 - 2015



DIRECTORS

S. K. JALAN
VIJENDRA KUMAR
DHIRENDRA KUMAR
DIVYA JALAN
G. MOMEN
G. D. GUPTA
HEMANT KUMAR AGARWAL
NAVEEN BANSAL
RAGHVENDRA MOHTA
S. SARBADHIKARY-(Director Finance)

KEY MANAGERIAL PERSONNEL

H. K. RAJBHAR-CHIEF FINANCIAL OFFICER
GURPREET SINGH REEHAL-COMPANY SECRETARY

ESTATE GENERAL MANAGER

K.N.SINGH

AUDITORS

SINGHI & CO
CHARTERED ACCOUNTANTS

BANKERS

UNITED BANK OF INDIA

REGISTERED OFFICE

1, CROOKED LANE
KOLKATA-700069

TEA ESTATE

HEELEAKAH TEA ESTATE
P.O. KHARIKATIA
DISTRICT : JORHAT(ASSAM)

38th ANNUAL GENERAL MEETING

Date : 27th July, 2015
Day : MONDAY
Time : 11:00 A.M.
Place : GYAN MANCH
11, Pretoria Street
Kolkata-700071
Book Closure : 21st July, 2015
to 27th July, 2015
(Both days inclusive)

CONTENTS	PAGE NO.
Notice of Annual General Meeting	1
Directors' Report	7
Secretarial Audit Report	19
Independent Auditors' Report	22
Balance Sheet	26
Statement of Profit & Loss	27
Cash Flow Statement	28
Notes to Financial Statements	30
Proxy Form	
Ballot Paper	



NOTICE

NOTICE is hereby given that the 38th Annual General Meeting of **THE SCOTTISH ASSAM (INDIA) LIMITED** will be held at **GYAN MANCH, 11, Pretoria Street, Kolkata-700071** on **Monday 27th July, 2015 at 11.00 A.M.** to transact the following business:-

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Accounts and Report of the Directors and the Auditors of the Company for the year ended 31st March, 2015.
2. To declare Dividend for the year 2014-2015.
3. To appoint Director in place of Mrs. Divya Jalan (DIN 00016102), whose office is liable to vacate at the ensuing Annual General Meeting and being eligible offers herself for re-appointment.
4. To appoint Director in place of Mr. Vijendra Kumar (DIN 00194433), who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Director in place of Mr. Dharendra Kumar (DIN 00153773), who retires by rotation and being eligible offers himself for re-appointment.
6. To appoint Director in place of Mr. Hemant Kumar Agarwal (DIN 00355116), whose office is liable to vacate at the ensuing Annual General Meeting and being eligible offers herself for re-appointment.
7. To appoint Auditor Messrs. Singhi & Co., Chartered Accountants, and to fix their remuneration.

‘Resolved that Messrs. Singhi & Company, Chartered Accountants (Firm Registration No. 302049E) be and is hereby reappointed as Auditors of the Company from the conclusion of this meeting till the conclusion of the next Annual General Meeting at remuneration as may be decided by the Board of Directors.’

SPECIAL BUSINESS:

8. Approval of Appointment of Mr. Naveen Bansal, as an Independent Director.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

‘RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161(4) read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment (s) thereof for the time being in force), the appointment of Mr. Naveen Bansal, DIN: 00720211, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who has already been appointed by the Board of Directors as an Independent director of the Company, for filling of the casual vacancy arises due to death of Late Mr. B.P. Jalan, in whose respect a notice has been received from a member as per Section 160 of the Act be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years, and he is not liable to retire by rotation in terms of Section 152(6) read with Section 149 (13) of the Companies Act 2013.’



9. Approval of Appointment of Mr. Ghanshyam Das Gupta, as an Independent Director.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") Mr. Ghanshyam Das Gupta, DIN : 00174114, Director of the Company, who retires by rotation at the Annual General Meeting, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who has already been appointed by the Board of Directors as an Independent director of the Company, be and is hereby approved by the shareholders as an Independent Directors of the Company, to hold office for a term of five years and who is not liable to retire by rotation in terms of Section 152(6) read with Section 149 (13) of the Companies Act 2013."

10. Approval of Appointment of Mr. Golam Momen, as an Independent Director.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") Mr. Golam Momen, DIN: 00402662, Director of the Company, who retires by rotation at the Annual General Meeting, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who has already been appointed by the Board of Directors as an Independent director of the Company, be and is hereby approved by the shareholders as an Independent Director of the Company, to hold office for a term of five years and who is not liable to retire by rotation in terms of Section 152(6) read with Section 149 (13) of the Companies Act 2013."

By order of the Board

Registered Office:
1, Crooked Lane,
Kolkata - 700 069
The 26th day of May, 2015.

(S. K. Jalan)
Director



NOTES :

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote, instead of him/her. A proxy need not be a member of the Company. In order to be effective, the instrument appointing proxy must reach the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the Paid up Capital of the Company carrying voting rights. A member holding more than ten percent of the Paid up Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

Members are requested to notify to the Registrar of the Company, M/s. ABS CONSULTANT PVT LTD, Stephen House, 6th Floor, Room No. 99, 4, B.B.D. Bag (East), Kolkata – 700 001, any change in their address.

2. The Register of Members and Equity Share Transfer Registers will remain closed from **21st July, 2015 to 27th July, 2015 (both days inclusive)**.

3. **Voting through electronic means**

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and clause 35B of the Listing Agreement, Members are provided with the facilities to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system provided by Central Depository Services (India) Ltd. (CDSL).

The notice of the 38th Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The e-Voting particulars are provided at the bottom of the Attendance Slip for the 38th Annual General Meeting (AGM) :

The e-voting period begins on 24.07.2015 from 9.00 A.M. and ends on 26.07.2015 till 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of 20.07.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Members also have the option to vote through Ballot Form. However, the duly completed Ballot Form should reach the Scrutinizer at 9, Crooked Lane, 3rd Floor, Room No.19, Kolkata – 700 069, not later than 26.07.2015 (5.00 P.M.) (i.e. closing date of E-Voting) Ballot form received after this date will be treated as invalid. If member casts votes by both modes, then voting done through E-voting shall prevail and Ballot Form shall be treated as invalid.

The Instructions for E-Voting are as under :

- a. Log on to the e-voting website: www.evotingindia.com during the voting period.
- b. Click on "Shareholders" tab.
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip alongwith "THE SCOTTISH ASSAM (INDIA) LIMITED" from the drop down menu and click on "SUBMIT".
- d. Now Enter your User ID (as mentioned in the Attendance Slip) :
 - i. For CDSL : 16 digits beneficiary ID,
 - ii. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



- g. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then reach directly 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.
- j. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k. For Members holding shares in physical form, the **details in Attendance Slip** can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the relevant EVSN "THE SCOTTISH ASSAM (INDIA) LIMITED" for which you choose to vote.
- m. 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.
- n. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- o. 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.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. If Demat account holder has forgotten the **changed password** then enter the User ID and image verification code click on **Forgot Password** & enter the details as prompted by the system.
- s. **For Non-Individual Shareholders and Custodians :**
 - t.
 - Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to 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.
- II. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- III. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
- IV. If a person became the member of the company after the dispatch of notice, then such member may contact the company for Login ID and other e-voting related details.



- V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off/entitlement date of 20.07.2015.
- VI. Mr. Pravin Kumar Drolia, Company Secretary (Membership No. 2366) of Drolia & Co. has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a 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 on or after the 38th Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared alongwith the Scrutinizer's Report shall be communicated to CDSL and The Calcutta Stock Exchange Association Limited on or after 29th July 2015.
4. The dividend, as recommended by the Board, if sanctioned at the meeting, will be paid within 20th August, 2015 to those members of the Company holding shares in physical form whose name appear on the Register of Members on 21st July, 2015, in respect of shares held in electronic form, the dividend will be paid to the beneficial owners of the shares as on beginning of 21st July, 2015, as per details provided by the Depositors for this purpose.
5. Members desirous of getting any information on account of operations of the Company is requested to forward his queries to the Company's Registered Office at least seven days prior to the Meeting so that the required information can be made available at the Meeting.
6. Members are hereby informed that Dividends which remain unpaid or unclaimed over a period of 7 years have to be transferred by the Company to Investor Education & Protection Fund (IEPF) constituted by the Central Government under Section 124 & 125 of the Companies Act 2013 and no claim shall lie for the unclaimed dividend from IEPF or from the Company by the Shareholders. Accordingly unclaimed Equity Dividend for the financial year 2006-2007 has been transferred to such Investor Education Protection Fund (IEPF). The due dates of transfer of the following dividends to the Fund are as under:

Dividends for the year	Date of declaration of dividend	Due date of transfer to the Fund
2007-2008	26.08.2008	25.09.2015
2008-2009	03.09.2009	10.10.2016
2009-2010	13.09.2010	20.10.2017
2010-2011	29.09.2011	05.11.2018
2011-2012	07.09.2012	14.10.2019
2012-2013	31.07.2013	07.09.2020
2013-2014	29.08.2014	06.10.2021



Explanatory Statement on Item No.8

The Board of Directors at their meeting held on 13th February, 2015 appointed Mr. Naveen Bansal as an Independent Director in casual vacancy created by death of Late Mr. B.P. Jalan, with effect from 13th February, 2015 and selected him as a member of Audit Committee and Shareholders Grievance Committee and as Chairman of Nomination & Remuneration Committee of the Company.

Mr. Naveen Bansal holds a B. Com (Hons.) from St. Xaviers College, Kolkata. He was holding a key position in the packaging industry till 2006. He was then holding the position as the Vice-President of SREI Infrastructure Finance Ltd from 2006 to 2013. Presently he is the advisor in a Chinese company named as CSR Zhouzhu Electric Locomotive Co.

Mr. Naveen Bansal does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Except Mr. Naveen Bansal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the above matter.

By order of the Board

Registered office:
1, Crooked Lane,
Kolkata - 700 069
The 26th day of May, 2015

(S. K. Jalan)
Director

**DIRECTORS' REPORT**

Your Directors have pleasure in presenting their 38th Annual Report together with Audited Accounts for the year ended 31st March, 2015.

FINANCIAL RESULTS

	For the year Ended 31.03.2015	For the year Ended 31.03.2014
	(₹ in Lacs)	(₹ in Lacs)
Profit from operation	162.06	118.97
Other Income	109.12	46.10
Increase/(Decrease) in Stock	<u>(48.55)</u>	<u>29.47</u>
Profit before Depreciation & Taxation	222.63	194.54
Less: Depreciation for the year	<u>(53.46)</u>	<u>(43.65)</u>
Profit/(Loss) before taxation	169.17	150.89
Less: Provision for taxation - Income Tax-Current Year	<u>(22.50)</u>	<u>(35.00)</u>
- Earlier year	<u>(8.78)</u>	<u>(6.27)</u>
- Deferred Tax	6.36	4.65
Profit/(Loss) after Taxation	<u>144.25</u>	<u>114.27</u>
Add: Balance brought forward from last year	<u>89.41</u>	<u>85.78</u>
Amount available for appropriation	<u>233.66</u>	<u>200.05</u>
The Director recommend disposal as follows: -		
Dividend on Equity Shares @ 30% (earlier year @30 %)	24.00	24.00
Tax (Including surcharge & education cess)	1.95	1.64
(Tax@20.357647% on proposed dividend P.Y. @ 16.995%)		
Transfer to General Reserve	50.00	85.00
Balance to be carried forward to next year	<u>157.71</u>	<u>89.41</u>
	<u>233.66</u>	<u>200.05</u>



DIVIDEND

Your Directors are pleased to recommend dividend of Rs. 3/- per share for the year ended 31st March, 2015.

TRANSFER TO RESERVES

The Company proposes to transfer Rs.50.00 lacs to General Reserve out of the amount available for appropriations and an amount of Rs.158.26 lacs is proposed to be retained in the Profit and Loss Account.

PERFORMANCE

As per the last few years, this year also the production during the earlier part of the year was lower due to severe drought. But the loss was partially recovered during the later part of the year and the final production for the year was 16,96,970 Kgs. (both own & bought leaf) against previous year's figure of 17,37,130 Kgs. (both own & bought leaf).

The average price realization for the year was Rs.180.96 per Kg. against last year's Rs.162.68 per Kg. which is 11.25 % higher.

This year also the company continued its programme of factory modernization in order to achieve better standards of tea produced. The replanting and infilling continues as per programme to ensure better yield.

PROSPECT

Absence of rainfall from the starting of crop season of the year 2015, has badly affected the availability of tea leaf in your estate which results in low production of tea. This is in line with the conditions prevailing in the entire tea producing areas of Assam and Dooars. In addition to this there are also pest attacks in some areas including ours, resulted in heavy crop loss in the whole region. It is expected that the shortfall in production will be recovered in second flush. But unfortunately due to absence of rainfall and high temperature, it could not be recovered till date. Continuous drought has caused substantial loss of crop in our garden in the month of March and April 2015.

With effect from January 2015, there has been a tremendous increase on cost, largely on account of wage increase. The full impact of this will be felt by your company in the coming years.

Your Directors are taking all possible measures to fight with the situation.

THE DIRECTORS RESPONSIBILITY STATEMENT (DRS)

We the Board of Directors of The Scottish Assam (India) Limited confirms: -

1. That in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
2. That the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and profit or loss of the Company for that period.
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. That the Directors have prepared the annual accounts on a going concern basis.
5. The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
6. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



INVESTMENTS

During the year Company invested some of its surplus earnings in Mutual Funds and is getting reasonable returns on its investments.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

There are no Contrants/arrangements/transactions entered by the company during the financial year with related parties in the ordinary course of business.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Details, as required under Section 217(2A) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of the Director) Rules, 1988 is set out in Annexure-I annexed hereto.

RISK MANAGEMENT

In today's economic environment, Risk Management is a very important part of business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. The Company manages monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. Your Company's risk management is embedded in the business processes. The Company's management system, organizational structures, processes, standards, code of conduct, behavior and internal control system together governs how the company conducts the business and manages associated risks.

INTERNAL FINANCIAL CONTROL SYSTEM

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

VIGIL MECHANISM

There is a Vigil Mechanism prevails as per the size and operations of the Company. Protected disclosures can be made by a whistle blower to the management of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Article 84 of the Articles of Association of the Company, Mr. Vijendra Kumar & Mr. Dharendra Kumar will retire by rotation and Mrs. Divya Jalan and Mr. Hemant Kumar Agarwal are liable to vacant their office at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

Mr. B.P. Jalan has expired on 14.01.2015 and Mr. Narendra Kumar has expired on 14.02.2015. The Board condoled the untimely demise of the above directors and had conveyed heart-felt condolences to the bereaved family, on behalf of the Company. The Directors placed on record their appreciation for the valuable services rendered by them during their tenure as Director.

Mr. Rajendra Kumar resigned from the Board with effect from 26th May, 2015. Your Directors placed on record his appreciation for the valuable services rendered by him during his tenure as Director.

Mrs. Smita Saraf resigned from the Board with effect from 14th November, 2014. Your Directors placed on record her appreciation for the valuable services rendered by her during her tenure as Director.

Mr. Sandeep Kumar Jalan has been appointed as Director of the Company with effect from 14th November, 2014 in the casual vacancy created on the resignation of Mrs. Smita Saraf and will hold office till date up to which Mrs. Smita Saraf would have held office, if not vacated as aforesaid.

Mr. Hemant Kumar Agarwal has been appointed as Director of the Company with effect from 26th May, 2015 in the casual vacancy created on the resignation of Mr. Rajendra Kumar and will hold office till date up to which Mr. Rajendra Kumar would have held office, if not vacated as aforesaid.

Mr. Naveen Bansal has been appointed as an Independent Director of the Company, subject to approval of the shareholders in the Annual General Meeting, with effect from 13th February, 2015 in the casual vacancy created on death of Late Mr. B.P. Jalan and will not liable to retire by rotation in terms of Section 152(6) read with Section 149 (13) of the Companies Act 2013.



Mr. Raghvendra Mohta has been appointed as Director of the Company with effect from 26th May, 2015 in the casual vacancy created on the death of Late Mr. Narendra Kumar and will hold office till date up to which Late Mr. Narendra Kumar would have held office, if not vacated as aforesaid.

Mr. Hari Kishan Rajbhar has been appointed as Chief Financial Officer of the Company with effect from 15th March, 2015.

Mr. Gurpreet Singh Reehal has been appointed as Company Secretary of the Company to take charge of his office from 30th March, 2015.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence as prescribed under the Companies Act 2013.

AUDITORS

Messrs. Singhi & Co., Chartered Accountants, retire at the forthcoming Annual General Meeting and, being eligible offer themselves for re-appointment for the year 2015-2016, which we recommend.

AUDITORS REPORT

Auditors' have drawn your attention towards certain notes appearing in the Schedule attached to the Accounts. The same are, however, self-explanatory and therefore do not call for any further comments.

The Auditors has drawn specific attention in their report as emphasis of matter towards carry forward of Deferred Tax Asset amounting to Rs. 7,98,876/- on carryover capital losses as on 31st March 2015 based on future taxable income projected by the management.

The Directors of the company believe that it can be adjusted with the capital gain to be arises in the future by redemption of some long term investments.

SECRETARIAL AUDITOR

The Board has appointed Mr. Pravin Kumar Drolia of M/s Drolia & Co., Practicing Company Secretary, to conduct Secretarial Audit for the Financial Year 2014-15. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

DISCLOSURES:

AUDIT COMMITTEE:

The Audit Committee comprises Independent Directors namely Mr. G.D. Gupta (Chairman), Mr. Golam Momen and Mr. Naveen Bansal as other members. All the recommendations made by the Audit Committee were accepted by the Board.

NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee comprises Independent Directors namely Mr. Naveen Bansal (Chairman), Mr. G.D. Gupta and Mr. Golam Momen as other members.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee comprises Independent Directors namely Mr. Golam Momen (Chairman), Mr. G.D. Gupta and Mr. Naveen Bansal as other members.

ANNUAL EVALUATION OF PERFORMANCE

The Company has a system of Formal Annual Evaluation of performance of Board, it's Committees & Individual Directors as per the size and operations of the Company.

EXTRACT OF ANNUAL RETURN [FORM NO.MGT-9]

The Extract of Annual Return in form No.MGT-9 as per section 134(3)(a) of the Companies Act, 2013 read with Rule 8 of Companies Act (Accounts) Rules 2014 and Rule 12 of Companies (Management & Administration) Rules, 2014 duly certified by the Practicing Company Secretary as on the financial year ended on 31.03.2015, is as below:



I. REGISTRATION AND OTHER DETAILS

(i)	CIN	L01132WB1977PLC031175
(ii)	Registration Date	27.09.1977
(iii)	Name of the Company	THE SCOTTISH ASSAM (INDIA) LTD
(iv)	Category/Sub-Category of the Company	TEA
(v)	Address of the Registered Office	1, Crooked Lane, Kolkata – 700 069
(vi)	Whether Listed Company	Listed
(vii)	Name, Address and contact details of Registrar	ABS Consultant Pvt Ltd "Stephen House" Room No.-99, 6th Floor 4, B.B.D. Bag (East) Kolkata – 700 001

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

The principal business activity of the Company is of manufacturing and sale of TEA. It comprises 100% of total turnover of the Company

III. HOLDING SUBSIDIARY AND ASSOCIATE COMPANIES : NIL

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholding	No. of Share held as on 31.03.2014				No. of Share held as on 31.03.2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A Promoters									
1) Indian									
a) Individual / HUF	166710	13100	179810	22.48	166710	13100	179810	22.48	-
b) Central Govt / State Govt									
c) Bodies Corporate	95025	5165	100190	12.52	379790	40400	420190	52.52	40.00
d) Financial Institutions / Banks									
e) Any Other									
Sub Total(A)(1)	261735	18265	280000	35.00	546500	53500	600000	75.00	40.00
2) Foreign									
a) NRI / Foreign Individuals									
b) Bodies Corporate	-	320000	320000	40.00	-	-	-	-	(-)40.00
c) Institutions									
d) Any Other									
Sub Total (A) (2)	-	320000	320000	40.00	-	-	-	-	(-) 40.00
Total Promoter's Holding									
(A) =(A)(1)+(A)(2)	261735	338265	600000	75.00	546500	53500	600000	75.00	



Category of Shareholding	No. of Share held as on 31.03.2014				No. of Share held as on 31.03.2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1) Institutions									
a) Mutual Funds									
b) Financial Institutions / Banks									
c) Central Govt. / State Govt.									
d) Venture Capital Funds									
e) Insurance Companies									
f) Foreign Institutional Invs.(FII)									
g) Foreign Venture Capital Invs.									
h) Any Other									
Sub Total (B)(1)	-	-	-	-	-	-	-	-	-
2) Non Institutions									
a) Bodies Corporate	43848	-	43848	5.48	43850	-	43850	5.48	-
b) Individuals :									
i) Individual Shareholders holding nominal share capital upto Rs. 1 Lakh	42714	112788	155502	19.44	48622	106878	155500	19.44	-
ii) Individual Shareholders holding nominal share capital in excess of Rs.1 lakh									
c) Any Other									
i) NRI	550.00	-	550	0.07	550	-	550	0.07	-
ii) Trust	100.00	-	100	0.01	100	-	100	0.01	-
Sub Total (B)(2)	87212	112788	200000	25.00	93122	106878	200000	25.00	-
Total Public Shareholding									
(B)=(B)(1)+(B)(2)	87212	112788	200000	25.00	93122	106878	200000	25.00	-
Total (A)+(B)	348947	451053	800000	100.00	639622	160378	800000	100.00	-

(ii) Shareholding of Promoters and changes during the year in shareholding:

Name	No. of Shares held as on 31.03.2014		No. of Shares held as on 31.03.2015		% Change during the year
	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	
Vijendra Kumar	100	0.01	100	0.01	-
Hemant Kumar Agarwal	300	0.04	300	0.04	-
Smita Agarwal	400	0.05	400	0.05	-
Alaka Jalan	500	0.06	500	0.06	-
Narendra Kumar	725	0.09	725	0.09	-
Mayank Kumar Agarwal	750	0.09	750	0.09	-
Sandhya Agarwal	800	0.10	800	0.10	-
Smita Saraf	800	0.10	800	0.10	-
Manish Kumar	800	0.10	800	0.10	-
Pramod Rani	800	0.10	800	0.10	-
Ila Rani	800	0.10	800	0.10	-
Prabha Rani Agarwal	819	0.10	819	0.10	-
Arvind Kumar	900	0.11	900	0.11	-
Mudit Kumar	1000	0.13	1000	0.13	-
Bajrang Prasad Jalan	1025	0.13	1025	0.13	-



Name	No. of Shares held as on 31.03.2014		No. of Shares held as on 31.03.2015		% Change during the year
	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	
Rajendra Kumar Agarwal	1151	0.14	1151	0.14	-
Ritika Kumar	7950	0.99	7950	0.99	-
Divya Jalan	10402	1.30	10402	1.38	0.08
Sandeep Kumar Jalan	10900	1.36	10900	1.36	-
Mayank Kumar	12350	1.55	5600	0.70	(0.85)
Shashi Kumar	13288	1.66	13288	1.66	-
Supriya Finance Pvt Ltd.	300	0.04	300	0.04	-
Sandeep Investments Ltd.	400	0.05	400	0.05	-
Shreyans Inv Pvt Ltd.	400	0.05	400	0.05	-
Purushottam Inv Pvt Ltd.	447	0.06	22447	2.81	2.75
Arohi Holdings Pvt Ltd.	800	0.10	15800	1.98	1.88
Shree Durga Agencies Ltd.	3020	0.38	83020	10.38	10.00
Innovation Handicrafts (India) Pvt Ltd.	4765	0.60	22765	2.85	2.25
SPBP Inv Pvt Ltd.	5000	0.63	45000	5.63	5.00
Nirvan Commercial Co Ltd.	6963	0.87	86963	10.87	10.00
SIVPL Products Pvt Ltd.	8130	1.02	13130	1.64	0.62
Aryavrat Trading Pvt Ltd.	10075	1.28	10075	1.26	-
SPBP Tea Plantation Ltd.	14600	1.83	34600	4.33	2.50
Maryada Advisory Services Pvt Ltd.	45290	5.66	45290	5.66	-
Aarvee Trading Co Pvt Ltd.	NIL	0.00	40000	5.00	5.00
The Scottish Assam Tea Co Ltd.	320000	40.00	NIL	0.00	(40.00)
Pradip Kumar Khaitan (In the capacity of trustee of Tea Trust created by existing promoters)	113250	14.16	120000	15.00	0.84
Total	600000	75.00	600000	75.00	

(iii) Shareholding of Directors and Key Managerial Personnel:

Name of Directors	No. of Shares held as on 31.03.2014		No. of Shares held as on 31.03.2015		% Change during the year
	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	
Mr. Sandip Kumar Jalan	10900	1.36	10900	1.36	-
Mrs. Divya Jalan	10402	1.30	10402	1.30	-
Mr. Vijendra Kumar	100	0.01	100	0.01	-
Mr. Dharendra Kumar	-	-	-	-	N.A.
Mr. Hemant Kumar Agarwal	300	0.04	300	0.04	-
Mr. Ghanshyam Das Gupta	100	0.01	100	0.01	-
Mr. Golam Momen	800	0.01	800	0.01	-
Mr. Naveen Bansal	-	-	-	-	N.A.
Mr. Raghvendra Mohita	-	-	-	-	N.A.
Mr. S.K. Basu Sarbadhikary	-	-	-	-	N.A.
Mr. Hari Kishan Rajbhar	-	-	-	-	N.A.
Mr. Gurpreet Singh Reehal	-	-	-	-	N.A.
Total	22602	2.73	22602	2.73	



(iv) Indebtedness of the Company including interest outstanding / accrued but not due for payment :

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	89,88,603/-			89,88,603/-
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i+ii+iii)	89,88,603/-			89,88,603/-
Change in Indebtedness during the financial year				
Additions				
Reduction	21,47,260/-			21,47,260/-
Net Change	21,47,260/-			21,47,260/-
Indebtedness at the end of the financial year				
(i) Principal Amount	68,41,343/-			68,41,343/-
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i+ii+iii)	68,41,343/-			68,41,343/-

(v) Shareholding pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) :

Name	No. of Shares held as on 31.03.2014		No. of Shares held as on 31.03.2015		% Change during the year
	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	
Mittal Sales Pvt Ltd	21399	2.67	21399	2.67	--
Octal Credit Capital Ltd	21398	2.67	21398	2.67	--
Mahendra Girdharilal	2100	0.26	2100	0.26	--
Bimla Rani Jain	1200	0.15	1100	0.14	-0.01
Prahlad Rai Jain	--	--	1900	0.24	0.24
Bimla Rani Jain Jtly. Mr. Prahlad Rai Jain	1200	0.15	--	--	-0.15
Natarajn Ravi Shankar	1200	0.15	1200	0.15	--
Renu Gupta	1200	0.15	1200	0.15	--
Seema Sogani	--	--	1100	0.14	0.14
Sanjay M. Munot	1200	0.15	--	--	-0.15
Shyama Devi Kajaria	900	0.11	900	0.11	--
Mahendra Kr. Bagrodia	800	0.10	--	--	-0.10
Pinakin Chimanlal Shah	--	--	900	0.11	0.11
Total	52597	6.57	53197	6.65	



DISCLOSURE IN THE BOARD'S REPORT UNDER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014 :

(i) Remuneration to the Key Managerial Personnel of the Company:

Name	Designation	Details of Remuneration	Current Financial Year	Last Financial Year	% Change
Mr. S.K. Basu Sarbadhikary	Director – Finance	Basic	462000/-	462000/-	
		House Rent Allowance	54000/-	24000/-	
		Conveyance Allowance	30000/-	30000/-	
		Total	546000/-	516000/-	5.81%
Mr. Hari Kishan Rajbhar **	Chief Financial Officer	Basic	8500/-	N.A.	
		House Rent Allowance	2138/-	N.A.	
		Conveyance Allowance	1796/-	N.A.	
		Total	12434/-	N.A.	N.A.
Mr. Gurpreet Singh Reehal***	Company Secretary	N.A.	N.A.	N.A.	N.A.

**For part of the year.

***Joined on 30.03.2015

(ii) Meetings of the Board & Remuneration to the Directors :

NAME OF THE DIRECTORS	No. of Board Meeting		Attended Last AGM held on 29.08.2014	Remuneration paid as sitting fees
	Held	Attended		
LATE MR. B.P. JALAN	5	4	YES	20000/-
MR. VIJENDRA KUMAR	5	4	YES	20000/-
LATE MR. NARENDRA KUMAR	5	3	YES	15000/-
MR. DHIRENDRA KUMAR	5	5	YES	25000/-
MR. RAJENDRA KUMAR	5	0	NO	NIL
MR. S.K. JALAN	5	4	YES	20000/-
MRS. DIVYA JALAN	5	4	YES	20000/-
MR. G. MOMEN	5	4	NO	20000/-
MR. G.D. GUPTA	5	4	YES	20000/-
MRS. SMITA SARAF	5	1	NO	5000/-
MR. NAVEEN BANSAL	5	1	NA	5000/-
MR. RAGHVENDRA MOHTA	5	NA	NA	NA
MR. HEMANT KUMAR AGARWAL	5	NA	NA	NA
MR. S. SARBADHIKARY	5	5	YES	NA



(iii) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2014-15 :

Name of Directors	Ratio to median remuneration
MR. S. SARBADHIKARY	15.83:1
LATE MR. B.P. JALAN	0.58:1
MR. VIJENDRA KUMAR	0.58:1
LATE MR. NARENDRA KUMAR	0.43:1
MR. DHIRENDRA KUMAR	0.72:1
MR. RAJENDRA KUMAR	NIL
MR. S.K. JALAN	0.58:1
MRS. DIVYA JALAN	0.58:1
MR. G. MOMEN	0.58:1
MR. G.D. GUPTA	0.58:1
MRS. SMITA SARAF	0.14:1
MR. NAVEEN BANSAL	0.14:1
MR. RAGHVENDRA MOHTA	NA
MR. HEMANT KUMAR AGARWAL	NA

ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executive, staff and workers.

Registered Office:
1, Crooked Lane
Kolkata - 700069
The 26th day of May, 2015

S.K.JALAN
DHIRENDRA KUMAR
G. MOMEN
G. D. GUPTA
S. SARBADHIKARY

Director
Director-Finance



ANNEXURE TO THE DIRECTORS' REPORT

Statement of particulars with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo forming part of Directors' Report for the year ended 31st March, 2015. Necessary information required by Companies (Disclosure of particulars in Report of Board of Directors) Rules, 1988 for conservation of energy, technology absorption and foreign exchange earnings and outgo enumerated below:

FORM A

Form of Disclosure of particulars with respect to conservation of energy :

A) POWER AND FUEL CONSUMPTION

<u>Particulars</u>	<u>Current Year</u> <u>2014-2015</u>	<u>Previous Year</u> <u>2013-2014</u>
1. Electricity		
a) Purchased (Unit)	11,19,509	11,41,183
Total Amount (₹)	84,31,964	84,98,744
Rate/Unit (₹)	7.53	7.45
b) Own Generation		
i) Through Diesel (Unit)	2,49,417	1,54,316
Units per ltrs. of Diesel	2.66	2.67
Cost/Unit (₹)	22.71	21.68
2. Gas		
Quantity (Scum)	6,66,515	7,69,207
Total Amount (₹)	91,38,888	99,58,232
Rate per 1000 Scum	13,711.45	12,946.00
B) CONSUMPTION PER UNIT OF PRODUCTION		
Standards (if any)		
Products – Made Tea (Kgs)	16,96,970	17,37,130
Electricity (in units)/per Kg	0.81	0.66
Gas (in Scum)/per Kg	0.39	0.44

FORM-B

Form of disclosure of particulars with respect to Absorption, Research and Development (R & D)

1. Specified area in which R & D carried out by the Company	} The Company subscribes to Tea Research Association which is registered under Section 35(i)(ii) of the Income Tax Act, 1961
2. Benefits derived as a result of above R & D	
3. Future Plan of action	
4. Expenditure on R & D	
a) Capital R & D	
b) Recurring	
c) Total	
d) Total R & D expenditure as a percentage of total turnover	



Technology absorption, adaptation and innovation

1. Efforts in brief, made towards technology absorption, adaptation and innovation
2. Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, import substitution etc.

Continuous efforts are being made towards absorption, adaptation and innovation of technology absorption maintaining close liaison with advisory officer of Tocklai Experimental Station.

Increase in Productivity and cost reduction by optimization of inputs.

Foreign Exchange Earning and outgo

1. Foreign Exchanged Earned (F.O.B.)
2. Foreign Exchanged used

- Nil
- Nil

Registered Office:
1, Crooked Lane
Kolkata - 700069
The 26th day of May, 2015.

S.K.JALAN
DHIRENDRA KUMAR
G. MOMEN
G. D. GUPTA
S. SARBADHIKARY - Director-Finance

Director

Note:

The Securities and Exchange Board of India (SEBI) introduced a uniform code of corporate governance by way of amendments to the listing agreements with stock exchange. This becomes operational within the financial year ending March 31, 2015 whose paid up share capital is Rs.3 crore and above. Since your company is having paid up share capital of Rs. 80 Lakhs, implementation and compliance of requirements as per amendment to the Listing Agreement (Clause 49) of Calcutta Stock Exchange, is not mandatory.



Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

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

The Members,
The Scottish Assam (India) Ltd.
1, Crooked Lane,
Kolkata - 700 069

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/S THE SCOTTISH ASSAM (INDIA) 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.

Based on our verification of the **M/S THE SCOTTISH ASSAM (INDIA) LIMITED'S** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 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 return filed and other records maintained by **M/S THE SCOTTISH ASSAM (INDIA) LIMITED** ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

[The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable to the Company for the financial year ended 31-03-2015:-

- (a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



- (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
 - (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009]
- (vi) OTHER LAWS AS MENTIONED IN THE ANNEXTURE ATTACHED HERewith AND AS MAY BE APPLICABLE TO THE COMPANY

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with CSE; **(As per latest circular of SEBI clause 49 of the listing agreement is not applicable to the Company, so the Company is not required to comply the provisions of the said clause of listing agreement)**

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 the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. **All decisions of the Board were unanimous and the same was recoded as part of 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, the Company has not made any :

- (i) Public/Right/ Preferential issue of Shares/Debentures/Sweat Equity or any other Security.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the Members in pursuance to section 180 of the Companies Act, 2013.
- (iv) Merger/Amalgamation/Reconstruction etc.
- (v) Foreign technical collaborations.

For DROLIA & COMPANY
(Company Secretaries)

Place : 9, Crooked Lane
Kolkata – 700 069

Pravin Kumar Drolia
Proprietor

Date : The 25th day of May, 2015

CP No. 1362



ANNEXURE TO THE SECRETARIAL AUDIT REPORT

LIST OF OTHER APPLICABLE LAWS :

Sl. No.	Particulars
1.	Employees State Insurance Act, 1948
2.	Employers Liability Act, 1938
3.	Environment Protection Act, 1986 and other Environmental Laws
4.	Equal Remuneration Act, 1976
5.	Factories Act, 1948
6.	Hazardous Wastes (Management & Handling) Rules, 1989 and Amendment Rule, 2003
7.	Indian Contract Act, 1872
8.	Income Tax Act, 1961 and Indirect Tax Laws
9.	Indian Stamp Act, 1999
10.	Industrial Dispute Act, 1947
11.	Maternity Benefits Act, 1961
12.	Minimum Wages Act, 1948
13.	Negotiable Instruments Act, 1881
14.	Payment of Bonus Act, 1965
15.	Payment of Gratuity Act, 1972
16.	Payment of Wages Act, 1936 and other applicable
17.	Apprentices Act, 1961
18.	Competition Act, 2002
19.	Consumer Protection Act, 1986
20.	Indian Easements Act, 1882
21.	Sale of Goods Act, 1930
22.	Water (Prevention and Control of Pollution) Act, 1974
23.	Employee Provident fund and Miscellaneous Provisions Act, 1952



INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS

Report on the financial statements

We have audited the accompanying financial statements of **THE SCOTTISH ASSAM (INDIA) LIMITED (the Company)**, which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the company as at 31st March 2015 and its profit and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to the following matter in the Notes to the financial statements :



Attention is drawn to Note No. 2.10 regarding carry forward of Deferred Tax Asset amounting to Rs. 7,98,876/- on carryover capital losses as on 31st March, 2015 based on future taxable income projected by the management.

Our opinion is not modified in respect of this matter.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
 - e) The matter described in the "Emphasis of Matter" paragraph above, in our opinion, may not have any adverse effect on the functioning of the Company.
 - f) On the basis of written representations received from the directors as on 31st March, 2015, and taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2015 from being appointed as a director in terms of section 164(2) of the Act.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements [Refer Note 2.23.a].
 - b. The Company did not have any long term contracts including derivative contracts for which there were any foreseeable losses.
 - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

1-B, Old Post Office Street,
Kolkata-700001
The 26th day of May, 2015.

For SINGHI & CO.
Chartered Accountants
Firm Registration No.302049E

(PRADEEP KUMAR SINGHI)
Partner
Membership No. : 050773



The Annexure referred to in paragraph 1 with the heading "Report on other Legal and Regulatory requirement" of our Report of even date to the members of The Scottish Assam (India) Limited on the financial statements for the year ended 31st March, 2015.

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situations of fixed assets.
b) According to the information and explanation given to us, the fixed assets of the Company have been physically verified by the management during the year based on a phased manner and no material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
2. a) According to the information and explanation given to us, the inventory (excluding stocks with third parties) has been physically verified by the management during the year. In respect of inventory lying with third parties, these have been substantially confirmed by them. In our opinion, the frequency of verification is reasonable.
b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
3. As per the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly clause (3)(a) to (b) of the Order is not applicable.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods. The Company is not in the business of sale of services. During the course of our audit, no major weakness has been noticed in the internal control system.
5. The Company has not accepted any deposits within the meaning of Sections 73 and 76 of the Companies Act, 2013 and the rules framed thereunder.
6. The maintenance of cost records prescribed under sub-section (1) of Section 148 of the Act is not applicable in the Company during the year.
7. a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues as applicable during the year with the appropriate authorities and no such dues were in arrears, as at 31st March, 2015 for a period of more than six months from the date they became payable.
b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of sales tax, income tax, wealth tax, service tax, customs duty, excise duty and cess as at 31st March, 2015 which have not been deposited on account of any dispute. The particulars of dues of income tax as at 31st March 2015 which have not been deposited on account of dispute are as under.

Name of the Statute	Nature of the dues	Amount in Rs. lacs	Period	Forum where dispute is pending
Income Tax Act	Income Tax demand	4.11	A.Y 2012-13	Commissioner of Income Tax Appeals



- c) According to the information and explanations given to us the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.
8. The Company has no accumulated losses as at 31st March, 2015 and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
9. 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 banks as at the balance sheet date.
10. In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
11. In our opinion, and according to the information and explanations given to us, on an overall basis, the term loans have been applied for the purposes for which they were obtained.
12. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For and on behalf of
SINGHI & CO.

Chartered Accountants
Firm Registration No.302049E

(PRADEEP KUMAR SINGHI)

Partner

Membership No. : 050773

1-B, Old Post Office Street,
Kolkata-700001
The 26th day of May, 2015.

**BALANCE SHEET AS AT 31ST MARCH, 2015**

	Note No.	As At March 31, 2015		As At March 31, 2014	
		₹	₹	₹	₹
EQUITY AND LIABILITIES					
Shareholders' Funds					
Share Capital	2.1	80,00,000		80,00,000	
Reserves & Surplus	2.2	<u>20,53,12,697</u>		<u>19,37,54,846</u>	
			21,33,12,697		20,17,54,846
NON-CURRENT LIABILITIES					
Long-Term Borrowings	2.3	46,94,083		68,41,343	
Long-Term Provisions	2.4	<u>40,500</u>		<u>40,500</u>	
			47,34,583		68,81,843
CURRENT LIABILITIES					
Short-Term Borrowings	2.5	3,69,40,979		3,03,21,983	
Trade Payables	2.6	1,07,70,090		1,13,82,634	
Other Current Liabilities	2.7	78,12,981		92,38,154	
Short-Term Provisions	2.4	<u>1,24,68,163</u>		<u>1,09,49,442</u>	
			6,79,92,213		6,18,92,213
TOTAL-EQUITY AND LIABILITIES			<u>28,60,39,493</u>		<u>27,05,28,902</u>
ASSETS					
NON-CURRENT ASSETS					
Fixed Assets	2.8	2,32,28,110		2,28,10,216	
Capital Work In Progress	2.8	8,61,468		19,28,317	
Non-Current Investments	2.9	23,04,31,325		21,39,25,328	
Deferred Tax Assets (Net)	2.10	4,04,753		(3,52,044)	
Long-Term Loans and Advances	2.11	<u>76,57,977</u>		<u>48,23,038</u>	
			26,25,83,633		24,31,34,855
CURRENT ASSETS					
Inventories	2.12	1,57,27,914		1,93,16,222	
Trade Receivables	2.13	8,85,461		22,06,438	
Cash and Bank Balances	2.14	33,83,820		35,83,482	
Short-Term Loans and Advances	2.11	34,30,045		22,59,285	
Other Current Assets	2.15	<u>28,620</u>		<u>28,620</u>	
			2,34,55,860		2,73,94,047
TOTAL-ASSETS			<u>28,60,39,493</u>		<u>27,05,28,902</u>

Significant Accounting Policies 1
The accompanying notes are an integral part of the Financial Statements

As per our report of even date annexed

For SINGHI & CO.
Chartered Accountants
Firm Registration No. 302049E

(PRADEEP KUMAR SINGHI)
Partner
Membership No. : 050773
1-B, Old Post Office Street, Kolkata - 700 001
The 26th day of May, 2015.

For and on behalf of the Board of Directors

S.K.JALAN		Director
DHIRENDRA KUMAR		
G. MOMEN		
G. D. GUPTA		
S. SARBADHIKARY		- Director-Finance
H. K. RAJBHAR		- Chief Financial Officer
GURPREET SINGH REEHAL		- Company Secretary

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

	Note	For the Year ended 31st March, 2015	For the Year ended 31st March, 2014
	No.	₹	₹
INCOME			
Revenue from Operations	2.16	30,52,45,928	26,89,41,371
Other Income	2.17	1,09,12,395	46,09,791
Total Income		31,61,58,323	27,35,51,162
EXPENSES			
Cost of Materials Consumed	2.18	3,98,25,969	3,36,63,335
(Increase)/Decrease in Inventories of Finished Goods	2.19	48,54,444	(29,47,594)
Employee Benefits Expense	2.20	9,49,93,608	9,02,35,192
Finance Costs	2.21	57,92,749	54,05,053
Other Expenses	2.22	14,84,28,970	12,77,41,170
Total Expenses		29,38,95,740	25,40,97,156
Profit before Tax and Depreciation		2,22,62,583	1,94,54,006
Depreciation		53,46,313	43,65,067
Profit before Tax		1,69,16,270	1,50,88,939
Tax Expense:			
Current Tax		22,50,000	35,00,000
Tax Related to Earlier Years		8,77,653	6,27,051
Deferred Tax		(6,35,630)	(4,65,305)
Profit for the year		1,44,24,247	1,14,27,193
Basic & Diluted Earnings Per Share [nominal value ₹10/-]		18.03	14.28
Weighted Average of Equity Shares		8,00,000	8,00,000
Significant Accounting Policies	1		
The accompanying notes are an integral part of the Financial Statements			

As per our report of even date annexed

For SINGHI & CO.
Chartered Accountants
Firm Registration No. 302049E

(PRADEEP KUMAR SINGHI)
Partner
Membership No. : 050773
1-B, Old Post Office Street, Kolkata - 700 001
The 26th day of May, 2015.

For and on behalf of the Board of Directors

S.K.JALAN		Director
DHIRENDRA KUMAR		
G. MOMEN		
G. D. GUPTA		
S. SARBADHIKARY	-	Director-Finance
H. K. RAJBHAR	-	Chief Financial Officer
GURPREET SINGH REEHAL	-	Company Secretary

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

	For the year ended 2014-15		For the year ended 2013-14	
	(₹)	(₹)	(₹)	(₹)
A. Cash Flow from Operating Activities :				
Net profit before Tax and Extraordinary items		1,69,16,270		1,50,88,939
Adjustments for :				
Depreciation	53,46,313		43,65,067	
Finance Cost	57,92,749		54,05,053	
Interest Received	(1,69,335)		(31,800)	
(Profit)/Loss on Sale/Discard of fixed assets(net)	(3,932)		(1,07,921)	
Unclaimed balances written back	(54,056)		(38,230)	
Bad Debts Written off	28,236		4,89,861	
(Profit)/loss on sale of Investment (net)	(1,03,64,978)		(44,28,090)	
Operating Profit before Working				
Capital Changes		<u>1,74,91,267</u>		<u>2,07,42,879</u>
Adjustments for -				
Trade & Other Receivables	6,86,386		(28,95,570)	
Trade Payables, Provisions & Others	11,16,490		1,16,79,187	
Inventories	35,88,308		(57,70,913)	
Cash generated from/(used in)operations		<u>2,28,82,451</u>		<u>2,37,55,583</u>
Direct taxes (paid)/refund		<u>(63,67,848)</u>		<u>(34,59,168)</u>
Net Cash from/(used in) operating activities		<u>1,65,14,603</u>		<u>2,02,96,415</u>
B. Cash Flow from Investing Activities :				
Purchase of Fixed Assets/Capital work in Progress	(60,47,348)		(41,21,808)	
Sale of Fixed Assets	21,832		1,22,026	
(Purchase)/Sale of Non Current Investments(net)	(61,41,019)		(60,99,856)	
Interest Received	<u>1,68,865</u>		<u>31,800</u>	
Net Cash from/(used in) Investing Activities		<u>(1,19,97,670)</u>		<u>(1,00,67,838)</u>

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

	For the year ended 2014-15		For the year ended 2013-14	
	(₹)	(₹)	(₹)	(₹)
C. Cash Flow from financing activities :				
Proceeds of long term borrowings	-		10,95,600	
Repayments of long term borrowings	(21,47,260)		-	
Proceeds from Working capital borrowings (net)	66,18,996		(67,46,010)	
Dividend including dividend tax paid	(25,63,512)		(25,63,152)	
Finance Cost paid	(57,33,740)		(51,79,625)	
Net cash from / (Used in) financing activities		(38,25,516)		(1,33,93,187)
Net increase/(decrease) in cash and cash equivalent (A+B+C)		6,91,417		(31,64,610)
Cash and cash equivalents as at 01.04.2014*		21,65,926		53,30,536
Cash and cash equivalents as at 31.03.2015*		28,57,343		21,65,926
		6,91,417		(31,64,610)

* Cash and cash equivalent consist of :-

Cash & Cash Equivalents

	As at 31.03.2015	As at 31.03.2014
Cash, cheques, drafts in hand etc.	8,40,578	2,40,760
Balance & Fixed Deposits with Banks	20,16,765	19,25,166
Cash and Cash equivalent	28,57,343	21,65,926

The aforesaid statement is prepared on indirect method.

The figures of the previous year have been reclassified to conform to current year classification

As per our report of even date annexed

For SINGHI & CO.
Chartered Accountants
Firm Registration No. 302049E

(PRADEEP KUMAR SINGHI)
Partner
Membership No. : 050773
1-B, Old Post Office Street, Kolkata - 700 001
The 26th day of May, 2015.

For and on behalf of the Board of Directors

S.K.JALAN		Director
DHIRENDRA KUMAR		
G. MOMEN		
G. D. GUPTA		
S. SARBADHIKARY		- Director-Finance
H. K. RAJBHAR		- Chief Financial Officer
GURPREET SINGH REEHAL		- Company Secretary



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	As At 31.03.2015 ₹	As At 31.03.2014 ₹
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2.1: SHARE CAPITAL**Authorised -**

20,00,000 Shares of ₹10/- each 2,00,00,000 2,00,00,000

Issued, Subscribed & Paid-up :

8,00,000 Equity Shares of ₹10/- each 80,00,000 80,00,000

- a) There has been no change/movements in number of shares outstanding at the beginning and at the end of the reporting period.
- b) The Company has only one class of issued shares i.e. Equity Shares having par value of ₹10 per share. Each holder of Ordinary Shares is entitled to one vote per share and equal right for dividend. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the ordinary shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their shareholding.
- c) The Company does not have any Holding Company/Ultimate Holding Company.
- d) Details of shareholders holding more than 5% shares in the Company.

Ordinary Equity Shares of ₹10/- each fully paid up	As at 31st March, 2015		As at 31st March, 2014	
	No. of Shares	%	No. of Shares	%
Pradip Kumar Khaitan (in the capacity of Trustee of Tea Trust	1,20,000	15.00	1,13,250	14.16
Nirvan Commercial Company Ltd.	86,963	10.87	-	-
Shree Durga Agencies Ltd.	83,020	10.38	-	-
Maryada Advisory Services Pvt. Ltd.	45,290	5.66	45,290	5.66
SPBP Investments Ltd.	45,000	5.63	-	-
The Scottish Assam Tea Company Ltd.	-	-	3,20,000	40.00

- e) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash for the period of five years immediately preceding the date as at which the Balance Sheet is prepared - Nil
- f) No Equity Shares have been reserved for issue under options and contracts/commitments for the sale of shares/disinvestment as at the Balance Sheet date.
- g) No shares have been bought back by the Company during the period of 5 years preceding the date as at which the Balance Sheet is prepared.
- h) No securities convertible into Equity/Preference shares issued by the Company during the year.
- i) No calls are unpaid by any Director or Officer of the Company during the year.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	As At 31.03.2015 ₹	As At 31.03.2014 ₹
2.2 : RESERVES AND SURPLUS		
Capital Reserves		
As per the last Financial Statements	31,12,321	31,12,321
General Reserve		
As per the last Financial Statements	18,17,00,000	17,32,00,000
Less : Adjustment due to transitional provision of Schedule II of the Companies Act, 2013(net of deferred tax of ₹ 1,21,167/-) (Refer note no. 2.8)	2,70,962	-
Add: Transferred from Surplus	50,00,000	85,00,000
	<u>18,64,29,038</u>	<u>18,17,00,000</u>
Surplus		
As per the last Financial Statements	89,42,525	85,78,844
Add : Profit for the year	1,44,24,247	1,14,27,193
	<u>2,33,66,772</u>	<u>2,00,06,037</u>
Less : Appropriations		
Proposed Dividend	24,00,000	24,00,000
Corporate Dividend Tax	1,95,434	1,63,512
General Reserve	50,00,000	85,00,000
Net Surplus	<u>1,57,71,338</u>	<u>89,42,525</u>
Total Reserves and Surplus	<u>20,53,12,697</u>	<u>19,37,54,846</u>

	Non-Current Portion		Current Maturities	
	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2015	As at 31st March, 2014

2.3 : LONG-TERM BORROWINGS**Secured**

Term Loan from a Bank	9,00,000	27,00,000	18,00,000	18,00,000
Term Loan under Tea Board Special Purpose Tea Fund Scheme	37,94,083	41,41,343	3,47,260	3,47,260
Total Secured Borrowings	<u>46,94,083</u>	<u>68,41,343</u>	<u>21,47,260</u>	<u>21,47,260</u>
Amount disclosed under the head "Other Current Liabilities" (Note 2.7)	-	-	21,47,260	21,47,260
Total	<u>46,94,083</u>	<u>68,41,343</u>	<u>-</u>	<u>-</u>

Security

- i) Term Loan from the Bank is secured by equitable mortgage of Heeleakah Tea Estate and repayable in remaining 3 half yearly equal installments.
- ii) Tea Board Special Purpose Tea Fund Scheme is secured by Second Charge by Equitable Mortgage on Fixed Assets(i.e., immovable properties including machinery) and also by Escrow of receivables. Out of the above loan, loan of ₹ 24,30,821/- is repayable in remaining 14 half yearly equal installments and loan of ₹ 17,10,522/- is repayable in 16 half yearly equal installments starting 2016-17.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	Long-term		Short term	
	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2015	As at 31st March, 2014
2.4 : PROVISIONS				
Provision for Employee Benefits				
Bonus	-	-	93,49,428	79,39,110
Gratuity	-	-	5,23,301	-
Other Provisions				
Provisions for Taxation (Net of advance)	40,500	40,500	-	4,46,820
Proposed Dividend	-	-	24,00,000	24,00,000
Corporate Dividend Tax*	-	-	1,95,434	1,63,512
	<u>40,500</u>	<u>40,500</u>	<u>1,24,68,163</u>	<u>1,09,49,442</u>

* In view of favourable order from Hon'ble High Court at Kolkata in case of other tea company, the liability for dividend distribution tax has been provided to the extent of 40% of the proposed dividend.

2.5: SHORT TERM BORROWINGS**Working Capital Borrowings (Secured)**

From a Bank	3,69,40,979	3,03,21,983
	<u>3,69,40,979</u>	<u>3,03,21,983</u>

Security :

i) Secured by way of hypothecation of current assets including stock of finished goods, green leafs & export benefits related to Heeleakah Tea Estate and also by way of hypothecation of all movable Plant & Machinery & other movable fixed assets, all present and future. The loan is further secured by way of deposit of title deeds of Heeleakah Tea Estate.

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
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2.6: TRADE PAYABLES

For Goods and Services (Refer Note No.2.23 b for details to Micro, Small & Medium Enterprises)	1,07,70,090	1,13,82,634
	<u>1,07,70,090</u>	<u>1,13,82,634</u>

2.7 : OTHER CURRENT LIABILITIES

Current Maturities of Long Term Debt (See Note 2.3)	21,47,260	21,47,260
Interest accrued and due	-	2,26,571
Unpaid and unclaimed dividends (Amount not due to be deposited as on Balance Sheet date)	5,26,477	14,17,556
Statutory Dues	15,90,585	17,90,811
Advances Received from Customers	2,81,370	6,61,083
Employee Related Liability	28,81,729	16,69,352
Liability for Capital Goods	3,85,560	13,25,521
	<u>78,12,981</u>	<u>92,38,154</u>



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

2.8 FIXED ASSETS

FIXED ASSETS	GROSS BLOCK			ACCUMULATED DEPRECIATION			NET BLOCK			
	Cost as on 31.3.2014	Additions	Sold/ Adjusted	Total As at 31-3-2015	Up to 31-3-2014	For the Year [^]	On Assets Sold/Adjusted	Total as at 31-3-2015	As at 31-3-2014	As at 31-3-2015
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Leasehold Land & Development (Pre-Amalgamation)	3,71,621	-	-	3,71,621	-	-	-	-	-	3,71,621
Garden Building & Machinery	41,92,147	-	-	41,92,147	38,57,562	1,24,978	-	39,82,540	-	2,09,607
(Pre-Amalgamation)	2,10,38,562	4,46,891	-	2,14,85,453	1,42,77,454	6,23,247	-	1,49,00,701	-	65,84,752
Buildings	4,90,14,996	49,84,312	9,22,579	5,30,76,729	3,63,89,411	38,91,770	9,04,679	3,93,76,502	1,37,00,227	1,26,25,385
Plant & Machinery	86,21,736	5,91,333	-	92,13,069	62,00,950	9,29,503	-	71,30,453	20,82,616	24,20,786
Vehicles (includes cars, trailers, tractors etc.)	9,31,611	56,650	-	9,88,261	8,10,042	50,404	-	8,60,446	1,27,815	1,21,569
Furniture & Fittings	4,20,397	95,050	-	5,15,447	2,45,435	1,18,540	-	3,63,975	1,51,472	1,74,962
Office equipments	8,45,91,070	61,74,236	9,22,579	8,98,42,727	6,17,80,854	57,38,442	9,04,679	6,66,14,617	2,32,28,110	2,28,10,216
Total	8,24,92,414	28,69,440	7,70,784	8,45,91,070	5,81,72,466	43,65,067	7,56,679	61,780,854	2,28,10,216	2,43,19,948
Previous Year										8,61,468
Capital Work in progress										19,28,317

Note : 1) Leasehold Land and development could not be bifurcated between freehold and leasehold in absence of necessary details.
 2) The Assam Government acquired approximately 412 Hectares of land of Tea Estate under Assam Fixation of Ceiling of Land Holding Act, 1956 in earlier years. As the amount of compensation has not been finalised, it will be accounted for as and when received.
 3) As per the requirements of Accounting Standard-28 on "Impairment of Assets", the Company has assessed the carrying amount of the tangible fixed assets vis a vis their recoverable values and no impairment has been envisaged at the balance sheet date.
[^] As per the requirements of Schedule II of the Companies Act, 2013 ("the Act") effective from 1st April, 2014, the Company has charged depreciation during the year based on the provisions of the said Schedule. Consequently, depreciation charge for the year is higher by ₹ 6,65,981⁻. Further, an amount of ₹ 2,70,962⁻ Net of deferred tax asset ₹ 1,21,167⁻) has been adjusted with the General Reserve as on 1st April, 2014 in respect of those assets whose remaining useful life was Nil as on 1st April, 2014 as per the transitional provisions of Schedule II.
[^] Depreciation for the year also includes ₹ 3,32,129⁻ (Previous Year: Nil) on account of transitional provision as elaborated above.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	Face Value ₹	As at 31.03.2015		As at 31.03.2014	
		No. of units	Amount ₹	No. of units	Amount ₹
2.9 NON-CURRENT INVESTMENTS					
INVESTMENTS (At cost, unless otherwise stated)					
Long term (Other than Trade)					
Fully Paid-Up Shares/Securities					
Unquoted :					
20 Nos.5% Non Redeemable Registered Mortgage Debtenture Stock of ₹ 100/- each of Woodlands Hospital & Medical Research Centre Ltd.	100	20	2,000	20	2,000
100 Equity Shares of ₹ 10/- each of ABC Tea Workers Welfare Service	10	100	1,000	100	1,000
			<u>3,000</u>		<u>3,000</u>
Units in MUTUAL FUNDS(Quoted)					
Birla Sunlife Dynamic Bond Fund	10	6,40,167	1,20,00,000	6,40,167	1,20,00,000
Birla Sunlife Income Plus (G)	10	2,34,966	1,20,00,000	2,34,966	1,20,00,000
UTI Bond Fund Growth Plan Regular	10	3,46,575	1,21,00,000	3,46,575	1,21,00,000
Franklin India Bluechip Growth	10	-	-	24,086	49,72,646
HDFC Balance Fund Growth	10	2,74,250	1,60,00,000	2,74,250	1,60,00,000
ICICI Prudential Income Opportunities Growth	10	8,28,242	1,24,01,261	8,28,242	1,24,01,261
HDFC Equity Fund (G)	10	-	-	6,374	20,00,000
ICICI Pru Focus Bluechip Equity (G)	10	-	-	4,77,629	75,65,651
IDFC Dynamic Bond Fund	10	5,44,754	1,20,00,000	5,44,754	1,20,00,000
Birla Sunlife '95 Fund - Growth	10	19,897	56,59,013	19,897	56,59,013
ICICI Prudential Income Plan Growth	10	2,22,634	80,00,000	2,22,634	80,00,000
Reliance Income Fund Growth Plan	10	2,67,757	1,00,00,000	2,67,757	1,00,00,000
Kotak Bond Fund	10	6,18,730	2,00,00,000	6,18,730	2,00,00,000
Reliance Equity Opportunities Growth	10	92,860	55,00,000	1,47,713	54,86,803
Reliance Regular Savings Balance Fund	10	6,94,541	1,60,00,000	6,94,541	1,60,00,000
Birla Sunlife Floating Rate Fund S T (G)	10	-	-	66,086	1,11,00,057
HDFC Floating Rate ST-G Wholesale	10	-	-	5,59,659	1,12,68,846
HDFC Prudence Fund-Growth	10	75,010	1,53,68,051	75,010	15,368,051
ICICI Prudential Balance Advantage Fund Regular (G)	10	10,64,391	2,00,00,000	10,64,391	2,00,00,000
Birla Sunlife Frontline Equity Fund (G)	10	49,200	83,00,000	-	-
DSP Blackrock India T.I.G.E.R. Fund Growth	10	33,896	20,00,000	-	-
Franklin India Prima plus Growth	10	17,816	80,00,000	-	-
HDFC Top 200 Fund Growth	10	21,085	65,00,000	-	-
HDFC Midcap Opportunities Fund Growth	10	87,933	25,00,000	-	-
ICICI Prudential Dynamic Regular Plan Growth	10	29,982	50,00,000	-	-
ICICI Prudential value Discovery Fund Growth	10	67,956	60,00,000	-	-
L & T Equity Fund Growth	10	1,17,282	76,00,000	-	-
UTI Equity Fund Growth	10	70,953	75,00,000	-	-
Total			<u>23,04,28,325</u>		<u>21,39,22,328</u>
Long term (Trade)(Unquoted)					
Ganga Steel & Alloys Limited	10	9,30,000	93,00,000	9,30,000	93,00,000
Less-Provision for diminution in value of Investment			<u>93,00,000</u>		<u>93,00,000</u>
Grand Total			<u>23,04,31,325</u>		<u>21,39,25,328</u>
Book value of Unquoted Investments			3,000		3,000
Book value of Quoted Investments			23,04,28,325		21,39,22,328
Market Value of Quoted Investments			31,04,45,662		24,48,94,406



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
2.10 DEFERRED TAX ASSETS (NET)		
Deferred Tax Assets		
Arising on account of :		
Carryover Capital Losses	7,98,876	5,44,586
Section 43B of Income-tax Act	20,625	1,01,044
Less : Deferred Tax Liabilities		
Arising on account of :		
Accumulated Depreciation	4,14,748	9,97,674
Deferred Tax Assets (Net)	<u>4,04,753</u>	<u>(3,52,044)</u>

Note:

- Deferred tax assets and deferred tax liabilities have been offset as they relate to same governing tax law.
- Deferred tax on carryover capital losses has been carried forward on the certainty of reversal of the same based on the projected availability of future taxable income.

	Long-term		Short-term	
	As at 31.03.2015 ₹	As at 31.03.2014 ₹	As at 31.03.2015 ₹	As at 31.03.2014 ₹
2.11 LOANS & ADVANCES				
Security Deposits				
Unsecured and considered good	27,39,750	23,92,490	-	-
Other Loans and Advances				
(Unsecured, Considered good unless otherwise mention)				
Advance Tax and TDS (Net of provisions)	49,18,227	24,30,548	-	-
Advance against supply of Goods and Services	-	-	6,33,984	2,96,235
Prepaid Expenses	-	-	4,32,522	3,48,214
Loan/Advance to Employees	-	-	6,900	2,80,556
Balances with Government & Statutory Authorities	-	-	1,03,637	-
Income Tax Refund Receivable	-	-	4,78,570	4,75,811
Receivable under Tea Board SPTF Scheme	-	-	3,82,844	4,00,458
Other Deposits and Advances	-	-	13,91,588	4,58,011
	<u>49,18,227</u>	<u>24,30,548</u>	<u>34,30,045</u>	<u>22,59,285</u>
	<u>76,57,977</u>	<u>48,23,038</u>	<u>34,30,045</u>	<u>22,59,285</u>
2.12 : INVENTORIES				
(As valued and certified by the Management)				
Finished Goods		39,34,840		87,89,284
Stores in Transit		4,18,231		7,00,949
Stores and Spares		1,13,74,843		98,25,989
		<u>1,57,27,914</u>		<u>1,93,16,222</u>
Details of Inventories :				
Tea (Finished Goods)		<u>39,34,840</u>		<u>87,89,284</u>
2.13 : TRADE RECEIVABLES				
(Unsecured and considered good)				
Outstanding for a period exceeding six months		57,757		49,079
Other Receivables		8,27,704		21,57,359
		<u>8,85,461</u>		<u>22,06,438</u>



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	For the Year Ended 31.03.2015 ₹	For the Year Ended 31.03.2014 ₹
2.14 : CASH AND BANK BALANCES		
Balances With Banks :		
In Current Account	20,16,765	19,25,166
Cash on hand	8,40,578	2,40,760
Other Bank Balances :		
Unpaid Dividend Account	5,26,477	14,17,556
	<u>33,83,820</u>	<u>35,83,482</u>
2.15 : OTHER CURRENT ASSETS		
Other Receivables	28,620	28,620
	<u>28,620</u>	<u>28,620</u>
2.16 : REVENUE FROM OPERATIONS		
Sale of Finished Goods	30,34,20,942	26,81,76,641
Other Operating Revenues		
Subsidies	18,24,986	7,64,730
	<u>30,52,45,928</u>	<u>26,89,41,371</u>
DETAILS OF SALE OF FINISHED GOODS		
Tea	30,34,20,942	26,81,76,641
	<u>30,34,20,942</u>	<u>26,81,76,641</u>
2.17 : OTHER INCOME		
Interest Income on others	1,69,335	31,800
Profit on sale of Long-term investments (Net)	71,54,992	44,01,591
Profit on sale of Short-term investments (Net)	32,09,986	26,499
Profit on sale of Fixed Assets (Net)	3,932	1,07,921
Unclaimed Balances Written Back	54,056	38,230
Miscellaneous Income	3,20,094	3,750
	<u>1,09,12,395</u>	<u>46,09,791</u>
2.18 : COST OF MATERIALS CONSUMED		
Green Leaf	3,98,25,969	3,36,63,335
2.19 : (INCREASE)/DECREASE IN INVENTORIES OF FINISHED GOODS		
Inventories at the beginning of the year		
Finished Goods (Tea)	87,89,284	58,41,690
Inventories at the end of the year		
Finished Goods (Tea)	39,34,840	87,89,284
	<u>48,54,444</u>	<u>(29,47,594)</u>
2.20 : EMPLOYEE BENEFIT EXPENSE		
Salaries & Wages	7,88,98,872	7,69,28,803
Managerial Remuneration	5,46,000	5,16,000
Contribution to Provident Fund and Others	63,24,487	58,09,947
Contribution to Gratuity Fund	20,09,946	9,75,697
Staff Welfare Expenses	72,14,303	60,04,745
	<u>9,49,93,608</u>	<u>9,02,35,192</u>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

	For the Year Ended 31.03.2015 ₹	For the Year Ended 31.03.2014 ₹
2.21 : FINANCE COST		
Interest Expenses		
To Bank & Others		
On Working Capital Loan	39,16,604	40,84,381
On Term Loan	8,77,887	9,84,291
On Others	3,21,592	2,36,434
Other Borrowing Cost		
Other Financial Charges	6,76,666	99,947
	<u>57,92,749</u>	<u>54,05,053</u>
2.22 : OTHER EXPENSES		
Manufacturing Expenses		
Stores, Spare Parts & Packing Materials Consumed	8,66,10,111	6,50,06,426
Power & Fuel	2,42,68,670	2,22,47,030
Repairs to Buildings	26,79,555	23,30,660
Repairs to Machinery	61,08,569	49,13,526
Repairs to Vehicles	32,13,124	30,97,982
Repairs to Other Assets	4,48,923	43,33,121
Other Manufacturing Expenses	42,43,109	49,38,944
	<u>12,75,72,061</u>	<u>10,68,67,689</u>
Selling and Administration Expenses		
Freight & Cartage	48,11,694	49,48,907
Insurance	4,04,359	3,85,344
Commission, Brokerage & Discount etc.	44,52,305	42,53,188
Warehousing and other selling expenses	14,12,746	15,77,422
Rates & Taxes (Duty & Cess)	37,83,140	39,42,312
Travelling and Conveyance	7,67,003	4,50,259
Auditors' Remuneration-		
Statutory Auditors-		
Auditor	1,50,000	1,25,000
Tax Audit Fees	30,000	20,000
Issue of Certificates	75,000	60,000
Service Tax on above	31,518	25,338
Cost Audit Fees	-	10,000
Service Tax on above	-	1,236
Legal & Professional Charges	9,41,685	13,23,410
Bad Debts / advances & Claims written off.	28,236	4,89,861
Directors' Fees	2,20,000	2,20,000
Other Miscellaneous Expenses	37,49,223	30,41,204
	<u>2,08,56,909</u>	<u>2,08,73,481</u>
	<u>14,84,28,970</u>	<u>12,77,41,170</u>



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

1) Significant Accounting Policies:

a) **Convention**

The financial statements have been prepared in accordance with applicable Accounting Standards in India and in accordance with the relevant provisions of the Companies Act, 2013. A summary of important accounting policies which have been applied consistently is set out below.

Use of Estimates

The preparation of financial statements require judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities including contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between actual results and estimates are recognized in the period in which the results are known / materialized.

b) **Basis of Accounting**

The Financial Statements are prepared under the Historical Cost Convention, on an accrual basis and in accordance with the generally accepted accounting principles, (GAAP) in India and the provisions of The Companies Act, 2013.

c) **Fixed Assets**

Fixed Assets are stated at cost of acquisition inclusive of inward freight, duties, taxes, incidental expenses related to acquisition less accumulated depreciation and impairment loss, if any.

Capital Work-in-progress is stated at cost which includes expenses incurred during construction period, interest on amount borrowed for acquisition of qualifying assets and other expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production.

d) **Government Grants**

i) Government grants related to specific fixed assets are deducted from gross value of related assets in arriving at their book value.

ii) Government grants related to revenue are recognized in the Statement of Profit & Loss.

e) **Depreciation**

(i) Depreciation on tangible fixed assets other than leasehold land and development is provided on written down value method at the rate determined based on the useful lives of respective assets as prescribed in the Schedule II of the Companies Act, 2013.

(ii) Intangible Assets are being amortized over a period of five years.

f) **Impairment of Assets**

A tangible fixed asset is impaired if its carrying amount exceeds the amount to be recovered through use or sale of the asset. An impairment loss is the amount by which the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is measured as the higher of net selling price and value in use.

Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the assets no longer exists or has decreased.

g) **Investments**

i) Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

ii) On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees & duties.

iii) Long-Term Investments are stated at cost. Provision for diminution is made if the decline in value, in the opinion of the management, is other than temporary.

iv) Current Investments are stated at lower of cost or fair value.



h) Inventories

Inventories are valued at cost or net realizable value whichever is lower. Cost is determined on weighted average basis. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to their location and condition and includes appropriate overheads. Provision is made for obsolete and slow moving stocks, wherever necessary.

Net realizable value is the estimated selling prices in the ordinary course of business less estimated cost necessary to make the sale. Materials and other items held for use in production of inventories are not written down below the cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

i) Recognition of Income and Expenditure

Items of income and expenditure are recognised on accrual basis except replantation subsidy, orthodox subsidy and insurance & other claims which on ground of prudence are accounted upon certainty of ultimate collection. Dividend income is recognized as and when the right to receive dividend is established.

j) Employee benefits

i) Short Term Employee Benefits:-

The undiscounted amount of short term employee benefit expected to be paid in exchange for the services rendered by employee is recognized during the period when the employee render service. This benefit includes salary, wages, short term compensatory absences and bonus.

ii) Long Term Employee Benefits:-

Defined Contribution Scheme: - This benefit includes contribution to Provident Fund Schemes. The contribution is recognized during the period in which the employee renders services.

Defined Benefit Schemes: - For defined benefit scheme 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. The retirement benefit obligation recognized in the balance sheet represents the value of defined benefit obligation as reduced by the fair value of planned assets. Actual gains and losses are recognized in full during the period in which they occur.

Other Long Term Benefits: - Long term compensation absence is provided for on the basis of an actuarial valuation, using the Projected Unit Credit Method as at the date of Balance Sheet.

k) Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are being capitalized as part of the cost of those assets and other borrowing costs are recognized as expense in the year in which they are incurred.

l) Taxation

Current tax is determined on the basis of the amount of tax payable for the year under Income Tax Act and Agricultural Income Tax of the respective state. Deferred Tax liabilities and assets are recognized at substantively enacted tax rates and is recognized on timing differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period. Deferred tax assets subject to consideration of prudence, are recognized and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized.

m) Provisions, Contingent Liabilities & Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities, if material, are disclosed by way of notes on accounts. Contingent Assets are neither recognized nor disclosed in the financial statement.



2.23 Notes (Continued):

- a) Contingent Liabilities not provided for in respect of :-

Particulars	As at 31-3-2015 (₹)	As at 31-3-2014 (₹)
Claim against the Company not acknowledged as debts :		
i. Surcharge on Electricity levied by the Assam State Electricity Board.	1,67,935	1,67,935
ii. Income Tax demand for the Assessment Year 2009-10	-	23,26,300
iii. Income Tax demand for the Assessment Year 2010-11	-	1,89,870
iv. Agricultural Income Tax demand for the Assessment Year 2009-10. Paid under protest Rs.4,74,119/- (Previous year Rs. 4,74,119/-)	4,74,119	4,74,119
v. Income Tax demand for the Assessment Year 2011-12 (Paid under protest Rs. 1,61,950/- (Previous year Rs. Nil))	1,61,950	-
vi. Income Tax demand for the Assessment Year 2012-13 (Paid under protest Rs.3,00,000/- (Previous year Rs. Nil))	7,11,330	-

Note : In respect of above, future cash flows are determinable only on receipt of judgements pending at various forums / authorities which in the opinion of the Company is not tenable and there is no possibility of any future cash outflow in case of above.

- b) There are no outstanding dues to suppliers/service providers covered under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED). The disclosures as required under the said Act.

Particulars	Amount (₹)
a) Principal amount due to Supplier under MSMED	NIL
b) Interest due to Supplier on above	NIL
c) Any payment made to Supplier beyond appointed date(u/s 16 of the Act)	NIL
d) Interest due and payable to Suppliers under MSMED	NIL
e) Interest accrued and remaining unpaid as at 31st March, 2015	NIL
f) Interest remaining due and payable under section 23 of the Act	NIL

- c) Trade Receivables, Loans & Advances and Deposits include certain overdue and unconfirmed balances. However, in the opinion of the management, these current assets would, in the ordinary course of business, realize the value stated in the accounts.

d) **Employee Benefit**

- i. The Company makes contribution towards Provident Fund to a defined contribution retirement benefit plan for qualifying employees. Under this scheme the Company contributes a specific percentage of payroll costs in respect of eligible employee to the retirement benefit scheme to fund the benefits. During the year the Company has recognized ₹63,24,487 (P.Y. - ₹58,09,947) for provident fund contribution.
- ii. **Defined Benefit Plan:-** The Company makes annual contribution of gratuity to Reliance Life Insurance Co. Ltd. The scheme provides for a lump sum payment to vested employees upon retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of 5 years of continuous service.
- iii. The present value of defined obligation and related current cost are measured using the Projected Unit Credit Method with actuarial valuation being carried out at each Balance Sheet date.



DISCLOSURES AS PER ACCOUNTING STANDARD - 15

PARTICULARS	2014-15	2013-14
	Gratuity Plan (₹)	Gratuity Plan (₹)
A EXPENSES RECOGNISED IN THE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015		
i Current Service Cost	21,48,969	16,89,721
ii Interest Cost	17,10,930	18,93,486
iii Expected return on Plan Assets	(18,21,268)	(18,23,018)
iv Actuarial (Gain) / Losses	(28,685)	(7,84,492)
v Past Service Cost	-	-
vi Expenses recognized in the Statement of Profit & Loss	20,09,946	9,75,697
B NET (ASSETS) / LIABILITIES RECOGNIZED IN BALANCE SHEET AS AT 31ST MARCH, 2015		
i Present Value of the Defined Benefit Obligation	2,27,92,653	2,13,60,381
ii Fair Value of Plan Assets	2,22,69,352	2,14,47,026
iii Net (Assets)/Liabilities recognized in Balance Sheet	5,23,301	(86,845)
C CHANGES IN THE PRESENT VALUE OF DEFINED BENEFIT OBLIGATION DURING THE YEAR ENDED 31ST MARCH, 2015		
i Present Value of Defined Benefit Obligation as at 1st April, 2014	2,13,60,381	2,07,17,082
ii Current Service Cost	21,48,969	16,89,721
iii Interest Cost	17,10,930	18,93,486
iv Past Service Cost	-	-
v Actuarial (Gain) / Losses	(9,86,949)	(10,76,668)
vi Benefits Paid	(14,40,678)	(18,63,240)
vii Present value of obligation as at 31st March, 2015	2,27,92,653	2,13,60,381
D CHANGES IN FAIR VALUE OF PLAN ASSETS DURING THE YEAR ENDED 31ST MARCH, 2015		
i Fair value of Plan Assets as at 1 st April, 2014	2,14,47,026	2,05,95,321
ii Expected return on Plan Assets	18,21,268	18,23,018
iii Actuarial Gain/(Losses)	9,58,264	2,92,176
iv Benefits paid	(14,40,678)	(18,63,240)
v Contributions	14,00,000	11,84,103
vi Fair value of Plan Assets as at 31 st March, 2015	2,22,69,352	2,14,47,026
vii Actual return on Plan Assets	8,63,004	15,30,842
E PRINCIPLE ACTUARIAL ASSUMPTIONS USED		
i Discount rates as at 31st March, 2015	7.75%	9.00%
ii Expected Return on Plan Assets	8.00%	9.00%
iii Expected Salary increase rates	8.00%	7.00%
iv Mortality rates	LIC (2006-08) Ultimate Table	LIC (2006-08) Ultimate Table
F WITHDRAWAL RATE	1% to 2% depending on age	1% to 2% depending on age
G MAJOR CATEGORIES OF PLAN ASSETS AS A PERCENTAGE OF FAIR VALUE OF PLAN ASSETS. INSURED MANAGED FUNDS	100%	100%



Notes :

- The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply & demand in the employment market.
- The expected rate of return on Plan Assets is determined based on the portfolio of assets, existing investments along with the Strategic changes in the portfolio and market scenario. The Plan Assets are diversified reasonable to maximize the return within acceptable risk parameters.

The Company expect to contribute ₹15,00,000/- to its Gratuity Fund in 2015-16.

- The amounts for the current annual period and previous four annual periods are as follows.

Particulars	2014-15	2013-14	2012-13	2011-12	2010-11
	(₹)	(₹)	(₹)	(₹)	(₹)
Present value of defined obligation	2,27,92,653	2,13,60,381	2,07,17,082	1,94,99,590	1,80,89,997
Fair Value of Plan Assets	2,22,69,352	2,14,47,026	2,05,95,321	1,96,14,095	1,80,89,997
Excess of obligation over Plan Assets	5,23,301	(86,645)	1,21,761	(1,14,505)	-

e) **Segment Reporting:**

Based on the guiding principles given in the Accounting Standard on Segment Reporting (AS17) as notified by the Company Accounting Standard Rules 2006, the Company is a single segment company engaged in the manufacture of tea.

f) **Related Party Disclosures:**

List of Related Parties

i) **Parties where control exists:**

Ganga Steel and Alloys Ltd. - Associate.

ii) **Key Managerial Personnel:**

Mr. S. Sarbadhikary - Director (Finance)

Managerial Remuneration paid - ₹5,46,000/- (P.Y. ₹5,16,000/-)

g) The Company does not have any exposure in foreign currency at the end of the year.

h) The amount of borrowing cost capitalized during the year is ₹ NIL

i) **Value of Raw materials and Spares Consumed**

	Raw Materials Consumed				Spares-Parts Consumed			
	2014-15		2013-14		2014-15		2013-14	
	Value(₹)	%	Value(₹)	%	Value(₹)	%	Value(₹)	%
Imported	-	-	-	-	-	-	-	-
Indigenous	3,98,25,969	100.00	3,36,63,335	100.00	47,19,843	100.00	49,46,411	100.00
Total	3,98,25,969	100.00	3,36,63,335	100.00	47,19,843	100.00	49,46,411	100.00

j) **Remittance on account of Dividend to Non-Resident Shareholders**

Remitted in Foreign Currency	Year ended 31.03.2015	Year ended 31.03.2014
Net amount of Dividend remitted	-	-
Number of Shareholders	-	1
Number of Shares held	-	3,20,000



k) Earnings Per Share :

	Year ended 31.03.2015	Year ended 31.03.2014
Profit after Taxation as per statement of Profit & Loss(₹)	1,44,24,247	1,14,27,193
Weighted average number of equity shares outstanding at the year end	8,00,000	8,00,000
Basic and diluted earnings per share of face value of ₹10/-	18.03	10.14

l) Previous year figures have been regrouped or rearranged wherever considered necessary.

As per our report of even date annexed

For SINGHI & CO.

Chartered Accountants

Firm Registration No. 302049E

(PRADEEP KUMAR SINGHI)

Partner

Membership No. : 050773

1-B, Old Post Office Street, Kolkata - 700 001

The 26th day of May, 2015.

For and on behalf of the Board of Directors

S.K.JALAN

DHIRENDRA KUMAR

G. MOMEN

G. D. GUPTA

Director

S. SARBADHIKARY

H. K. RAJBHAR

GURPREET SINGH REEHAL

- Director-Finance

- Chief Financial Officer

- Company Secretary

FORM NO. MGT - 11
Proxy form

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3)(c) of the Companies (Management and Administration) Rules, 2014]



The Scottish Assam (India) Limited
Regd. Off.: 1, Crooked Lane, Kolkata - 700069
CIN: L01132WB1977PLC031175

Name of the member (s) : _____
Registered address : _____
E-mail Id : _____
Folio No / Client Id : _____
DP ID : _____

I/We, being the member (s) of.....Shares of the above named company, hereby appoint

1. Name : _____ Address : _____
E-mail ID : _____ Signature : _____ or failing him
2. Name : _____ Address : _____
E-mail ID : _____ Signature : _____ or failing him
3. Name : _____ Address : _____
E-mail ID : _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the Company, to be held on the 27th day of July, 2015 at 11:00 a.m. at Gyan Manch, 11, Pretoria Street, Kolkata - 700071 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolutions	For	Against
1. Receive, Consider and adopt Audited Account and Report of Board of Directors and Auditors.		
2. Declaration of Dividend for the year 2014-15.		
3. Re-appointment of Mrs. Divya Jalan whose office is liable to vacate at the ensuing AGM.		
4. Re-appointment of Mr. Vijendra Kumar who retires by rotation.		
5. Re-appointment of Mr. Dharendra Kumar who retires by rotation.		
6. Re-appointment of Mr. Hemant Kumar Agarwal whose office is liable to vacate at the ensuing AGM.		
7. Appointment of Auditors and fixing their remuneration.		
8. Approval of Appointment of Mr. Naveen Bansal, as an Independent Director.		
9. Approval of Appointment of Mr. Ghanshyam Das Gupta, as an Independent Director.		
10. Approval of Appointment of Mr. G. Momen, as an Independent Director.		

Signed this.....day of.....2015

Affix
Revenue
Stamp

(Signature to the shareholder)

Signature of Proxy holder(s)

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

FORM NO. MGT - 12
Polling Paper

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies
(Management and Administration) Rules, 2014]



The Scottish Assam (India) Limited
Regd. Off.: 1, Crooked Lane, Kolkata - 700069
CIN: L01132WB1977PLC031175

BALLOT PAPER

S. No.	Particulars	Details
1.	Name of the First Named Shareholders (In block letters)	
2.	Postal address	
3.	Registered folio No./Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary / Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Resolutions	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Receive, Consider and adopt Audited Account and Report of Board of Directors and Auditors.			
2.	Declaration of Dividend for the year 2014-15.			
3.	Re-appointment of Mrs. Divya Jalan whose office is liable to vacate at the ensuing AGM.			
4.	Re-appointment of Mr. Vijendra Kumar who retires by rotation.			
5.	Re-appointment of Mr. Dharendra Kumar who retires by rotation.			
6.	Re-appointment of Mr. Hamant Kumar Agarwal whose office is liable to vacate at the ensuing AGM.			
7.	Appointment of Auditors and fixing their remuneration.			
8.	Approval of Appointment of Mr. Naveen Bansal, as an Independent Director.			
9.	Approval of Appointment of Mr. Ghanshyam Das Gupta, as an Independent Director.			
10.	Approval of Appointment of Mr. G. Momen, as an Independent Director.			

Place :

Date :

(Signature of the shareholder)

If undelivered, Please return to :
ABS Consultant Pvt. Ltd.
"Stephen House" Room No. - 99
6th Floor, 4 B.B.D. Bag (East), Kolkata - 700 001