



Member
The Winsome Group

**132nd Annual Report and Accounts
For The Year Ended 31st March, 2018**

MANABARRIE TEA COMPANY LIMITED

MANABARRIE TEA COMPANY LIMITED

Board of Director

Sri Sanjay Agarwal
Sri Nitai Charan Biswas
Sri Paritosh Kumar Tarafder
Sri Sayak Majumdar
Sri Partha Chakraborty
Miss Stuti Dubey

Managing Director
(Non-Executive)
(Non-Executive)
(Independent-Non-Executive)
(Independent-Non-Executive)
(Independent-Non-Executive)

Chief Financial Office

Sri Sravan Kumar Kothari

Company Secretary

Punam Kumari Sharma

Banker

UCO Bank
2, India Exchange Place
Kolkata - 700 001

Auditors

Dhandhanias & Associates
Chartered Accountants
13, Crooked Lane,
Kolkata - 700 069

Registered Office

28/1, Shakespeare Sarani
Kolkata - 700 017

Garden

1. Kacharigaon Tea Estate
P.O. Rangapara - 784505
Dist. Sonitpur, Assam
 2. Topia Tea Estate
P.O. Naharbari - 784182
Dist. Sonitpur, Assam
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DIRECTORS' REPORT

Dear Members

The Directors have pleasure in presenting before you the 132nd Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2018.

FINANCIAL SUMMARY

The Company's financial performance for the year under review along with previous financial year figures are given hereunder:

Rs. In Lakhs

Particulars	2017-2018	2016-2017
Sales	2544.67	2167.41
Profit Before Interest and Depreciation	227.98	157.31
Less : Finance Charges	235.72	201.16
Profit Before Depreciation	(7.74)	(43.85)
Less: Depreciation and amortisation	125.05	118.19
Profit before Exceptional Items and Tax	(132.79)	(162.04)
Less/ (Add): Exceptional items	0.00	0.00
Profit before tax	(132.79)	(162.04)
Less: Current Tax	0.00	0.00
Less: Deferred Tax	(27.00)	(48.62)
Profit/Loss for the Year	(105.79)	(113.42)

PERFORMANCE:

Total production of tea during the year under review is 15,77,431 Kgs (Own 8,67,517 kgs and bought 7,09,914 kgs) as compared to 14,75,814 Kgs (Own 8,31,151 kgs and bought 6,44,663 kgs) during the previous year. Total Production of tea has been increased due to increase of both own production and purchase of bought leaf. The average sales price realization was Rs.162.04 per kg as compared to Rs.149.26 per kg in the previous year. Price realization was higher due to better quality of Tea. accessories

Your company is constantly uprooting and replanting certain percentage of old age tea bushes, which occupying vast tracts of fields and contain below the optimum productive level of Tea bush population. It would be in process replaced by higher bush population using quality as well as modern high yielding clonal material. This being a step towards improving land productivity. In its endeavor to increase the bush productivity and enrich the land that has been under cultivation for more than a century. Your company has invested considerable amount by way of application of soil amends, organic fertilizers, land cultivation, irrigation and drainage improvements which would give continued and sustained results to the field in

years to come, in the form of increased yields. Continuous process of upgrading and replacing of old machineries by new one has been undertaken in the area of power generation, quality control and sorting to increase the production as well as improvement of the end product. All efforts are being made to increase in crop and improvement in efficiency parameters all-around of existing resources which will directly result in lowering cost of production and improving profitability.

DIVIDEND

In view of losses, your Directors do not recommend the payment of dividend during the year.

TRANSFER TO RESERVES

In views of the losses incurred by the Company this year, no amount has been transferred to the General Reserves.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of Business of the Company during the financial year ended 31st March, 2018.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Shri Nitai Charan Biswas, Director of the Company will retire by rotation at the forth coming Annual General Meeting and being eligible, offered himself for re-appointment. The Board recommends his re-appointment.

None of the Directors of the Company is disqualified for being appointed/reappointed as Directors, as specified in Section 164(2) of the Companies Act, 2013.

BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual Directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by the SEBI (Listing Obligation and Disclosures requirements) Regulations 2015.

The performance of the Board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board process, information and functioning etc.

The Board was of the view that the performance of the Board as a whole was adequate and fulfilled the parameters stipulated in the evaluation framework in its pro-growth activity and facing challenging operational, climatic and economic adversities during the year. The Board also ensured that the Committee functioned adequately and independently in terms of the requirements of the Companies Act, 2013 and the corporate governance requirements as

prescribed by the SEBI (Listing Obligation and Disclosures requirements) Regulations 2015. Further the individual Directors fulfilled their applicable responsibilities and duties laid down by the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosures requirements) Regulations 2015, and at the same time contributed with their valuable knowledge, experience and expertise to grab the opportunity and counter the adverse challenges faced by the Company during the year.

BOARD MEETINGS

The Board met 9 times during the financial year ended 31st March, 2018, the details of which are given in the Corporate Governance Report, forming part of this report. The maximum interval between any two meetings did not exceed 120 days, as prescribed under section 173 of the Companies Act, 2013.

SEPARATE MEETING OF INDEPENDENT DIRECTOR

In terms of requirement of Schedule IV of the Companies Act, 2013, the Independent Directors had a separate meeting on 30.03.2018 without the attendance of Non-Independent Directors and Members of management. All the Independent Directors were present at the said meeting. The activities prescribed in paragraph VII of Schedule IV to the Act were carried out at the said meeting.

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 that he/she meet with the criteria of their Independence laid down in Section 149(6) of the Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS

The particulars of loans, guarantee or investments made under Section 186 of the Companies Act, 2013 are furnished in the Notes to the Financial Statements for the year ended 31st March, 2018.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY

A Related Party Policy has been devised by the Board of Directors for determining the materiality of transactions with related parties and dealing with them. The Audit Committee reviews all related party transaction quarterly.

Furthers the members may note that the Company has not entered into the following kinds of related party transactions:

- Contracts/arrangements/transactions which are not at arm's length basis.
- Any Material contracts/arrangements/transactions.

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

No material changes and commitments affecting financial position of the Company between 31st March and the date of Boards' Report has taken place.

ENERGY, TECHNOLOGY & FOREIGN EXCHANGE

Information in accordance with the provisions of Section 134(3) (m) of the Companies Act 2013, read with rule 8 of the Companies (Accounts) Rules 2014, regarding conservation of energy, technology absorption and foreign exchange earnings and outgo is annexed as **Annexure I**.

VIGIL MECHANISM

A Vigil Mechanism/Whistle Blower Policy has been formulated for Directors and Employees of the Company and has been furnished in the Corporate Governance Report forming a part of this report.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has an adequate internal control procedures, which are well supplemented by surveillance of Internal Auditors. The details in respect of internal financial control and their adequacy are included in management discussion and analysis report, forming part of this report.

LISTING WITH STOCK EXCHANGE

Your company is listed with The Calcutta Stock Exchange Limited and has paid listing fees for the financial year 2018-19.

AUDIT COMMITTEE

The details pertaining to composition of an Audit Committee are included in the Corporate Governance Report, which forms part of this report. There have been no instances where the Board has not accepted the recommendations of the Audit Committee.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

In pursuance of Section 135(1) of the Companies Act, 2013, Corporate Social Responsibility (CSR) is not applicable to the Company.

NOMINATION AND REMUNERATION POLICY

The Company follows a policy on remuneration of Directors and Senior Management Employees. The policy is approved by the Nomination and Remuneration Committee and the Board.

Non-Executive Directors

A Non-Executive Director shall be entitled to sitting fees for participation of the Board or Committee of the Board attended by him as such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies Managerial Remuneration Rule, 2014.

Executive Directors

The Company shall pay remuneration by way of salary, perquisites and allowances (fixed component) and commission (variable component) to Managing and Whole-time Directors. Salary shall be paid within the range approved by the Shareholder's and as per section 197 read with schedule V of the Companies Act, 2013.

If, in any financial year, the Company has no profit or its profit are inadequate, the Company shall pay remuneration to its Managing and Whole-time Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, then with the previous approval of the Central Government.

Increments to the Managing and Whole Time Director(s) should be within the slabs approved by the Shareholders and as per the Agreement with the Company.

Other Key Managerial Personnel Excluding Executive Directors

The KMP, Senior Management Personnel and other employees of the Company shall be paid monthly remuneration as per the Company's HR policies and/or as may be approved by the Committee. The breakup of the pay scale and quantum of perquisites including employer's contribution to P.F, pension scheme, medical expenses, etc. shall be as per Company's HR policies.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements as stipulated under the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. A separate section on corporate governance, along with a certificate from the Practicing Company Secretary, confirming the compliance, is annexed and forms part of this report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- a) That in the preparation of the annual accounts for the financial year ended 31st March, 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were responsible and prudent so

as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

- c) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That the Directors have prepared the accounts for the financial year ended 31st March, 2018, on 'a going concern' basis.
- e) That 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.
- f) That 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.

EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 is annexed as **Annexure II**.

AUDITORS:

M/s Dhandhanika & Associates, Chartered Accountants have been appointed as Statutory Auditors of the Company for a period of five years in the Annual General Meeting held on 10.07.2017.

Further, the report of the Statutory Auditors alongwith notes to Schedules is enclosed to this report, which does not contain any qualification, reservation or adverse remarks. The observation given by Statutory Auditors are self-explanatory and therefore do not call for any further comments.

COST AUDIT

As per directives of the Central Government and in pursuance to the provisions of Section 148 of the Companies Act, 2013 read with rules framed there under, the Company is not required to carry out an audit of cost accounts.

SECRETARIAL AUDIT:

In terms of Section 204 of the Companies Act 2013, and Rules made there under, M/s S. M. Kothari & Co., Company Secretaries was appointed as Secretarial Auditor of the Company

for the financial years 2015-16 to 2017-18. The report of the Secretarial Auditors is enclosed as **Annexure III** to this report.

The Secretarial Auditors has commented that some of the Promoters of the Company are not holding shares in dematerialized form. In reply, the Board Comment that 99.32% of the total promoters holding are in dematerialized form and the Company has initiated steps to get the remaining holdings dematerialized.

DEPOSIT COVERED UNDER CHAPTER V OF THE ACT

Your Company has not accepted any deposits from public in terms of Section 71 of the Companies Act, 2013.

SUBSIDIARY COMPANIES, JOINT VENTURE AND ASSOCIATES

The Company does not have any Subsidiary Company, Joint venture and Associates during the financial year 2017-18.

PARTICULARS OF EMPLOYEES

Details of Ratio of Remuneration to each Director to the median employee's remuneration and other particulars or details of employees pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are attached to this Report as **Annexure IV**.

GOING CONCERN STATUS

There was no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

RISK & MITIGATING STEPS

The Company has identified various risks faced by the Company from different areas. As required, under Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has adopted a risk management policy whereby a proper framework is set up. Appropriate structures are present so that risks are inherently monitored and controlled. A combination of policies and procedures attempts to counter risk as and when they evolve.

ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires the conduct of all operations in such manner so as to ensure safety of all concerned, compliance of statutory and industrial requirements for environment protection and conservation of natural resources to the extent possible.

The Company has also obtained certification under ISO 14001:2004 for its Environmental Management Systems.

EMPLOYEE RELATIONS

The Company has a large work force employed on tea estates. The welfare and well-being of the workers are monitored closely. Harmonious relations with its employees is being maintained.

POLICY ON PREVENTION OF SEXUAL HARASSMENT:

The Company has adopted policy on prevention of Sexual Harassment of Women at workplace in accordance with the Sexual Harassment of Women at workplace (prevention, prohibition and redressal) Act, 2013.

During the financial year ended 31st March, 2018, the Company has not received any complaint pertaining to sexual harassment.

APPRECIATION

Your Directors would like to express their grateful appreciation for the assistance extended by the Banks, Government Authorities, Dealers, Customers and Shareholders and to all others who continue to give their valued assistance to the Company.

For and on behalf of the Board of Directors



.....
Sanjay Agarwal
Managing Director
(Din: 00959842)



.....
Nitai Charan Biswas
Director
(Din: 00792563)

Date: 08.08.2018

Place: Kolkata

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO SECTION 134(3) (M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF COMPANIES (ACCOUNTS) RULE, 2014.

(A) CONSERVATION OF ENERGY

The conservation of energy has become a continuous and an integral part of the Company's Management, as it directly effects the working efficiencies, costings, and the environment. All initiatives taken would directly or otherwise lead to conservation of energy.

Energy conservation measures undertaken are outlined hereunder :

- Replacement of old heavy-duty motors with high energy IE2
- Class motors.
- Conversion of starters to Star Delta starters for heavy duty motors.
- Replacement of old withering troughs, aluminium fans with lighter fans and smaller efficient motors.
- Phased replacement of conventional lightening with energy efficient LED lamps.
- Introduction of capacitors to improve the power factor.
- Procurement of high calorific value coal with less ash content so as to improve upon coal efficiency.
- Annual replacement of stove tubes in the coal fired heaters.
- Updation of old machinery.
- Weekly maintenance of machinery for efficient and smooth performance.
- Periodic maintenance of generators and transport for optimum fuel utilisation.
- Replacement of old water pumps with high efficiency submersible pumps in deep tubewells.

(B) TECHNOLOGY ABSORPTION

(i) The efforts made towards technology absorption:

Adoption of latest in technology by the Company is an ongoing process

1. Plucking machines are used to mitigate plucker absenteeism
2. Pruning machines have been in use for improving the work standard, speeding the process, besides overcoming the manpower shortage.
3. Mechanised Augers are used for digging planting pits, thereby speeding up the process, improving quality of work and overcoming manpower shortage.

(ii). The benefits derived like product improvement, cost reduction, product development or import substitution

As day by day the industry faces manpower shortage due to absenteeism which is turning into a major crisis, the technology absorption has assumed far more significance than a few years ago. The future of the industry will depend upon automation or it would be difficult to manage.

(iii). In case of imported technology (imported during last three years reckoned from the beginning of the financial year)

The Company did not import any technology during the last three financial years.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

The Total exchange earnings during the year was NIL and the Foreign Exchange Outgo during the year in terms of actual outflow was Rs.10.68 Lacs.

For and on behalf of the Board



Sanjay Agarwal
Managing Director
(Din: 00959842)



Nitai Charan Biswas
Director
(Din: 00792563)

Registered Office
28/1, Shakespeare Sarani,
Kolkata - 700 017
Dated: 08.08.2018

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2018

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

I. REGISTRATION AND OTHER DETAILS:

- i) C I N : - L 0 1 1 3 2 W B 1 8 8 5 P L C 0 0 0 5 0 5
- ii) Registration Date: 03.01.1885
- iii) Name of the Company: Manabarrie Tea Co. Ltd.
- iv) Category / Sub-Category of the Company: Public Company
- v) Address of the Registered office and contact details:
 Add: 28/1, Shakespeare Sarani, Kolkata - 700 017
 Telephone with STD- (033) 22872373
 Fax Number - (033) 22871371
 Email Address - manabarrietea@kredogroup.in
- vi) Whether listed company: Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any: M/s ABS Consultant Pvt. Ltd.
 Add: Stephen House, 6th Floor, R.N. 99, 4, B.B.D. Bag (East), Kolkata - 700 001
 Telephone with STD - (033) 22301043
 Fax Number - (033) 22430153
 Email Address - absconsultant@vsnl.net

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl. No	NAME AND ADDRESS OF THE COMPANY	CIN	HOLDING/ SUBSIDIARY /ASSOCIATE	% of shares held	Applicable Section
	Nil	-	-	-	-

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

i) Category-wise Share Holding

[illegible]

(d) State Govt.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(e) Venture Capital Fund	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(f) Insurance Companies	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(g) FII	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(h) Foreign Venture Capital Investors	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(i) Others	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Sub Total (B)(1):	0.00	1050	1050	0.22	0.00	1050	1050	0.22	0.00
(2) Non-Institutions									
(a) Bodies Corporate									
(1) Indian	0.00	10000	10000	2.08	0.00	10000	10000	2.08	0.00
(2) Overseas	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(b) Individual									
(1) Individual Shareholders holding nominal share capital upto Rs.1 Lac	200	131050	131250	27.34	200	131050	131250	27.34	0.00
(2) Individual Shareholders holding nominal share capital in excess of Rs.1 Lac.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(c) others									
(1) Trusts	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(2) Non Resident Indians	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(3) Clearing Members	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(4) HUF	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Sub Total (B)(2):	200	141050	141250	29.43	200	141050	141250	29.43	0.00
Total Public Shareholdings (b)=(B)(1)+(B)(2)	200	142100	142300	29.65	200	142100	142300	29.65	0.00
C. Shares held by Custodian for GDR & ADR	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
GRAND TOTAL (A+B+C)	144400	335600	480000	100.00	144400	335600	480000	100.00	0.00

(ii) Shareholding of Promoters

S.No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Pushpa Bagrodia	27150	5.66	0.00	27150	5.66	0.00	0.00
2	Santosh Bagrodia	15600	3.25	0.00	15600	3.25	0.00	0.00
3	Mukul Agarwal	8000	1.67	0.00	8000	1.67	0.00	0.00
4	Puneet Bagrodia	25	0.01	0.00	25	0.01	0.00	0.00
5	Santosh Kr. Puneet Bagrodia HUF	5500	1.15	0.00	5500	1.15	0.00	0.00
6	Mahabir Prasad Bagrodia	100	0.02	0.00	100	0.02	0.00	0.00
7	Winsome Holdings & Investments Ltd.	172000	35.83	0.00	172000	35.83	0.00	0.00
8	Swift Builders Ltd.	84500	17.60	0.00	84500	17.60	0.00	0.00
9	Crickxon Trade & Exports Pvt. Ltd.	24825	5.17	0.00	24825	5.17	0.00	0.00
	Total	337700	70.35	0.00	337700	70.35	0.00	0.00

(iii) Change in Promoters' Shareholding

There has been no change in the shareholdings of Promoter group of the Company during the year.

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding	
		No. of shares	% of total shares of the Co.	No. of shares	% of total shares of the Co.
	For Each of the Top 10 Shareholders				
1.	Bhola Ram Agarwal (HUF)				
	At the beginning of the year	9000	1.88		
	Sale(-) / Purchase(+) during the year with reasons	No change			
	At the End of the year (or on the date of separation, if separated during the year)			9000	1.88
2.	Hans Raj Gupta				
	At the beginning of the year	9000	1.88		
	Sale(-) / Purchase(+) during the year with reasons	No Change			
	At the End of the year (or on the date of separation, if separated during the year)			9000	1.88
3.	Ujjwal Adhikari				
	At the beginning of the year	9000	1.88		
	Sale(-) / Purchase(+) during the year with reasons	No Change			
	At the End of the year (or on the date of separation, if separated during the year)			9000	1.88

4.	Suman Kumari Agarwal				
	At the beginning of the year	9000	1.88		
	Sale(-) / Purchase(+) during the year with reasons	No Change			
	At the End of the year (or on the date of separation, if separated during the year)			9000	1.88
5.	Babita Gupta				
	At the beginning of the year	8000	1.67		
	Sale(-) / Purchase(+) during the year with reasons	No Change			
	At the End of the year (or on the date of separation, if separated during the year)			8000	1.67
6.	Mahendra Kumar Agarwal				
	At the beginning of the year	8000	1.67		
	Sale(-) / Purchase(+) during the year with reasons	No Change			
	At the End of the year (or on the date of separation, if separated during the year)			8000	1.67
7.	Anil Kumar Agarwal				
	At the beginning of the year	8000	1.67		

	Sale(-) / Purchase(+) during the year with reasons	No Change			
	At the End of the year (or on the date of separation, if separated during the year)			8000	1.67
8.	Bina Devi				
	At the beginning of the year	8000	1.67		
	Sale(-) / Purchase(+) during the year with reasons	No Change			
	At the End of the year (or on, the date of separation, if separated during the year)			8000	1.67
9.	Bodhi Sales Pvt. Ltd.				
	At the beginning of the year	7500	1.56		
	Sale(-) / Purchase(+) during the year with reasons	No Change			
	At the End of the year (or on the date of separation, if separated during the year)			7500	1.56
10.	Rajendra Kumar Agarwal				
	At the beginning of the year	7000	1.46		
	Sale(-) / Purchase(+) during the year with reasons	No Change			
	At the End of the year (or on the date of separation, if separated during the year)			7000	1.46

(v) Shareholding of Directors and Key Managerial Personnel:

SI. No.	Shareholding at the	Cumulative Shareholding			
		beginning of the year		during the year	
	For Each of the Directors and KMP	No. of shares	% of total shares of the Co.	No. of shares	% of total shares of the Co.
1.	Mr. Sanjay Agarwal				
	At the beginning of the year	200	0.04%		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc):	No change during the year.			
	At the End of the year			200	0.04%
2.	Mr. Nitai Charan Biswas				
	At the beginning of the year	100	0.02%		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc):	No change during the year.			
	At the End of the year			100	0.02%
3.	Mr. Paritosh Kumar Tarafder				
	At the beginning of the year	200	0.04%		

	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc):	No change during the year.			
	At the End of the year			200	0.04%
4.	Mr. Sayak Majumdar				
	At the beginning of the year	-	-		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc):	No change during the year.			
	At the End of the year	-	-		
5.	Mr. Partha Chakraborty				
	At the beginning of the year	-	-		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc):	No change during the year.			
	At the End of the year	-	-		
6.	Ms. Stuti Dubey				
	At the beginning of the year	-	-		

	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc):	No change during the year.			
	At the End of the year	-	-		
7.	Ms. Punam Kumari Sharma, CS				
	At the beginning of the year	-	-		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc):	No change during the year.			
	At the End of the year	-	-		
8.	Mr. Sravan Kumar Kothari, CFO				
	At the beginning of the year	-	-		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc):	No change during the year.			
	At the End of the year	-	-		

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment
(Rs. in Lacs)

	Secured Loans excluding	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
Principal Amount	298.35	1332.00	-	1630.35
ii) Interest due but not paid	-	118.75	-	118.75
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	298.35	1450.75	-	1749.10
Change in Indebtedness during the financial year				
- Addition	-	1622.11	-	1622.11
- Reduction	18.58	1401.03	-	1419.61
Net Change	(18.58)	221.08	-	202.50
Indebtedness at the end of the financial year				
Principal Amount	279.77	1554.00	-	1833.77
ii) Interest due but not paid	-	117.83	-	117.83
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	279.77	1671.83	-	1951.60

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Sanjay Agarwal (Managing Director)	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18,00,000/-	18,00,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1,20,000/-	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		1,20,000/-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit	-	-
5.	Others, please specify	-	-
	Total (A)	19,20,000/-	19,20,000/-
	Ceiling as per the Act	10% of Net Profit for all Executive Director and 5% of Net Profit to any one Managing or Whole Time Director.	

B. Remuneration to other directors:

Sl no.	Particulars of Remuneration	Name of Directors					Total Amt. (Rs.)
		Ms. Stuti Dubey (ID)	Mr. Sayak Majumdar (ID)	Mr. Partha Chakraborty (ID)	Mr. N.C. Biswas (NED, NID)	Mr. P.K. Tarafder (NED, NID)	
	1. Independent Directors						
	• Fee for attending board committee meetings	2,000/-	2,000/-	2,000/-	N.A.	N.A.	6,000/-
	• Commission	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-
	Total (1)	2,000/-	2,000/-	2,000/-	-	-	6,000/-
	2. Other Non-Executive Directors						
	• Fee for attending board committee meetings	N.A.	N.A.	N.A.	-	-	-
	• Commission	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	Total (B)=(1+2)	2,000/-	2,000/-	2,000/-	-	-	6,000/-
	Total Managerial Remuneration (A+B)						19,26,000/-
	Overall Ceiling as per the Act	1% of Net Profits of the Company for all Non-Executive Directors.					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Punam Kumari Sharma (Company Secretary)	Sravan Kumar Kothari (CFO)	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	5,67,900/-	3,86,700/-	9,54,600/-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	5,67,900/-	3,86,700/-	9,54,600/-

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

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

MANABARRIE TEA CO. LTD
Sanjay
 Director

Sanjay Agarwal
 DIN:- 00959842

MANABARRIE TEA CO. LTD
Nitai Chaman Biswas
 Director

Nitai Chaman Biswas
 DIN:- 00792563

S. M. Kothari & Co.

Company Secretaries

Shree Mohan Kothari, ACA, FCSKarnani Estate, 209, A. J. C. Bose Road
3rd Floor, Suite No. 112A, Kolkata-700 017
Ph. : 3028 2031/5, (M) : 9830063393**Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018**

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

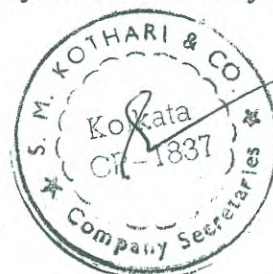
To
The Members,
Manabarrie Tea Company Limited
28/1, Shakespeare Sarani,
Ganga Jamuna Building,
Kolkata-700017.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Manabarrie Tea Company Limited** having its Registered Office at 28/1, Shakespeare Sarani, Ganga Jamuna Building, Kolkata-700017, West Bengal (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 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, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Manabarrie Tea Company Limited for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable during the audit period)**
- (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; **(Not applicable during the audit period)**
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(not applicable as the Company has not issued any further share capital during the period under review)**



MANABARRIE TEA COMPANY LTD.

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable as there was no reporting event during the Year)**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable as there was no reporting event during the Year)**
- (f) 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; **(not applicable as the Company is not registered as Registrar to issue and Share Transfer Agent during the financial year under review)**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable as there was no reporting event during the Year)**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **(Not applicable as there was no reporting event during the Year)**

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically, inter alia, to the Tea Industry:

1. Food Safety and Standards Act, 2006; **(Renewal for the Year under Process)**
2. Tea Act, 1953;
3. Tea Waste Control Order, 1959;
4. Tea (Marketing) Control Order, 2003;
5. Tea (Distribution & Export) Control Order, 2005;
6. Plant Protection Code (Formulated by Tea Board of India)
7. Plantations Labour Act, 1951

to the extent of their applicability to the Company during the financial year ended 31.03.2018 and our examination and reporting is based on the documents, records and files as produced and shown to and the information and explanations as provided to us by the Company and its management and to the best of our judgement and understanding of the applicability of the different enactments upon the Company. Further, to the best of our knowledge and understanding there are adequate systems and processes in the Company commensurate with its size and operation to monitor and ensure compliances with applicable laws including general laws, labour laws, competition law, environments laws, etc.

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

- a) Secretarial Standards with regard to Meeting of Board of Directors (**SS-1**) and General Meetings (**SS-2**) issued by The Institute of Company Secretaries of India.
- b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreements entered into by the Company with the Calcutta Stock Exchange Limited.

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

1. **Non compliance of SEBI (LODR) Regulation No. 31 i.e Some of the Promoters of the Company are not holding shares in dematerialized form with the depository participant.**



MANABARRIE TEA COMPANY LTD.

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.

All the decisions are carried unanimously. None of the members of the Board have expressed dissenting views on any of the agenda items during the financial year under review.

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, to the best of our understanding, the Company had not undertaken any event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place: Kolkata

Date: 26/07/2018

For S. M. KOTHARI & CO.
Company Secretaries

S. M. K.
S. M. KOTHARI
CP 1837

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



'ANNEXURE A'

To,
The Members,
Manabarrie Tea Company Limited
28/1, Shakespeare Sarani,
Ganga Jamuna Building,
Kolkata-700017.

Our Secretarial Audit Report of even date, for the Financial Year 2017-18 is to be read along with this letter.

Management's Responsibility

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

Auditor's Responsibility

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

Disclaimer

5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
6. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

Date : 26/07/2018
Place : Kolkata

S. M. KOTHARI & CO.
Company Secretaries

S. M. Kothari
S. M. KOTHARI
CP 1837



ANNEXURE - IV

(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	Mr. Sanjay Agarwal, MD – 14:1
(ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	<p>Key Managerial Personnel:</p> <ul style="list-style-type: none"> • Mr. Sanjay Agarwal, MD : nil • Ms. Punam Sharma, CS : 10.61% • Mr. Sravan Kumar Kothari, CFO: 12.74% • Other directors do not draw remuneration
(iii) the percentage increase in the median remuneration of employees in the financial year;	3.53%
(iv) the number of permanent employees on the rolls of company;	89 employees as on 31.03.2018
(v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	<p>Average Salary increase of non-managerial employees is 7.31%</p> <p>Average Salary increase of managerial employees is 7.78%. As the remuneration of non-managerial as well the managerial employees has increased, so there is no exceptional circumstances.</p>
(vi) Affirmation that the remuneration is as per the remuneration policy of the company.	Remuneration paid during the year ended March, 2018 is as per the Remuneration Policy of the Company.

MANABARRIE TEA COMPANY LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE:

India is a dominating player in the global Tea Industry and is the second largest producer of tea. India also happens to be the largest consumer of tea.

While the global tea production decline by 10 million kgs in 2017 over the previous year, India registered a marginal growth in 2017 producing 1278.53 million kgs as compare to 1267.36 million kgs in the previous year.

COMPANY PERFORMANCE AND OUTLOOK:

Total production of tea during the year under review is 15,77,431 Kgs (Own 8,67,517 kgs and bought 7,09,914 kgs) as compared to 14,75,814 Kgs (Own 8,31,151 kgs and bought 6,44,663 kgs) during the previous year. Total Production of tea has increased mainly due to increase of own production as well as from bought leaf. The average sales price realization was Rs.162.04 per kg as compared to Rs.149.26 per kg in the previous year. Sales Price realization was higher due to better quality of Tea.

The increase of production did not substantially improve the profitability due to steep escalation in cost of coal, fuel, oil, electricity, fertilizer, insecticide and pesticides and steep hike in wages and staff welfare expenses. The loss of the Company is reduced to Rs. 104.70 lacs from Rs.138.33 lacs due to increase in production by 6.89%.

In the beginning of current season the production of own Tea has increased marginally but total production including production from bought leaf has increased substantially. We expect that total production to increase at the year end as compared to last year. However, the price realization is further expected to be higher as compared to the corresponding period last year. Outlook for current year seems to be better than previous year.

PROSPECTS:

In the beginning the market showed a positive and good demand for better quality of teas. We hope the Company's production will surpass the previous year production level. Yield in the field is indicating favourable results due to increase in harvest from young tea areas and betterment in quality and crop will be evident in the forth coming years. During the immediately preceding year, your company has made substantial amount of investment in the tea estate for the purpose of increasing the yield as well as the quality, Continuous process of upgrading and replacing of old machineries by new one has been undertaken in the area of manufacturing and power generation, quality control and sorting to increase the production as well as improvement of the end product during the year and in years to come.

EDUCATIONAL, CULTURAL & WELFARE ACTIVITIES:

The Company invested in a clean manufacturing technology resulting in virtually no emission and a positive environmental impact. The company has been following a consistent policy of improving the life of its garden workers. Substantial expenditure was incurred for modernization of labour line with Pucca Labour Quarters, sanitation, Hospital and Educational and welfare facilities at the garden. Also arranged for rural electrification facility for the workers.

CORPORATE SOCIAL OBLIGATIONS:

Despite the changing socio-economic and cultural environment in Assam, the company has continued to fulfil its social obligation. Actions have been launched to effectively bring about improvement in the areas, viz, housing, electricity, sanitation, hospitals, medical, education and employment opportunities are continued.

RISK AND CONCERNS:

The Tea industry is mainly dependent on the climatic conditions and it is also high labour oriented and subject to stringent labour laws. In India Labour wages have substantially increased than other tea producing countries. Besides the wages, the cost of energy and chemicals are also increasing, which leads to increased cost of production and facing tough competition in global market. Low yield in old bush section are also a concern of worry.

The industry is also subject to various state and central taxation, Like Direct taxes, Land revenue, and Cess on green leaf. Substantial increase in land revenue charges put the industry at a very disadvantageous position. There are economic uncertainties in some markets like Russia which may pose challenges in short term. In developed markets the demand of black tea is declining. Only the High quality black tea has significant demand in overseas market.

To mitigate the risk the company under took various steps by way of better management of energy utilisation, using energy efficient machinery, better pest management and monitoring, and efficient irrigation leading to minimise the impact of inflation on fuel, chemical and other cost. Emphasis has been given to improve yield, productivity & thereby the quality of tea for the Company's sustainability.

INTERNAL CONTROL SYSTEM:

The Company has an adequate internal control system, commensurate with the size and nature of its business. The system is supported by documented policies, guidelines, and procedure to monitor business and operational performance which are aimed at ensuring business integrity and promoting operational efficiency. The Audit Committee of the Board reviews the adequacy and effectiveness of the internal control systems and suggests improvement for strengthening them.

REPORT ON CORPORATE GOVERNANCE

1. THE COMPANY'S GOVERNANCE PHILOSOPHY

We at Manabarrie Tea Company Limited (MTCL) firmly believe that for a Company to succeed it must maintain global standards of corporate conduct towards its shareholders, employees, consumers and society. Good Corporate Governance has always been our focal point of attention with emphasis on the complete well-being of all constituents. It encompasses law, procedure, practices and implicit rules that determine the management's abilities to take sound and informed business decisions vis-à-vis all its stakeholders i.e. shareholders, creditors, employees and the state.

The Company's philosophy on corporate governance envisages the attainment of the highest level of transparency and accountability, integrity and equity in all fact of its operations and its interaction with stakeholders.

The Board of Directors of your Company is responsible for and committed to sound principles of Corporate Governance in the Company. The Company will continue to focus its resources, strengths and strategies to achieve its vision of becoming the most admired and trusted tea producer.

2. BOARD OF DIRECTORS

The Board of Directors ("the Board") is at the core of our Corporate Governance practice and oversees how the management serves and protect the long-term interest of all our stakeholders. We believe that an active, well informed and independent Board is necessary to ensure the highest standard of Corporate Governance.

Composition of Board

The Board Comprises such numbers of Non-Executive, Executive and Independent Director including one women Director as required under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As on date of this Report, the Board consists of Six Directors comprising two Non-Executive Directors, three non-executive Independent Directors and one Executive Director. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

The Information on Composition of the Board as on date, category of Directors, Directorships in other Public Limited Companies and Committees of other Public Limited Companies of which the Director is a member/chairman is as under:

Name of the Directors	Category of Directors	Number of Board Meetings held during the year 2017-18		Whether attended last AGM held on 10.07.2017	No. of Directorships in Other Public Companies*	No. of Committees Positions held in other Public Companies	
		Held	Attended			Chairman	Member
Mr. Sanjay Agarwal	Managing Director Executive	9	8	No	4	-	-
Mr. Nitai Charan Biswas	Non-Executive Non-Independent	9	9	Yes	1	-	-
Mr. Paritosh Kumar Tarafder	Non-Executive Non-Independent	9	9	Yes	1	-	-
Ms. Stuti Dubey	Non-Executive Independent Director	9	6	No	1	-	1
Mr. Sayak Majumdar	Non-Executive Independent	9	7	Yes	1	1	-
Mr. Partha Chakraborty	Non-Executive Independent	9	6	No	-	-	-

* Only public Limited Company has been considered.

In case of Committee(s) only Audit Committee and Stakeholders Relationship Committee have been considered.

None of the directors are members of more than ten committees or chairman of more than five committees in public limited companies in which they are directors. Necessary disclosures have been obtained from all the directors regarding their directorship and have been taken on record by the Board.

Nine (9) Board Meetings were held during the Financial Year 2017-18 and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meetings were held:

30th May 2017, 7th June 2017, 21st June 2017, 26th July 2017, 2nd August 2017, 14th September, 2017, 12th December, 2017, 25th January, 2018, 13th February, 2018.

The necessary quorum was present for all the meetings.

There are no inter-se relationship between our Board Members.

Details of equity shares of the Company held by Non –Executive Directors are as under:

1. Mr. Paritosh Kumar Tarafder- 200 shares
2. Mr. Nitai Charan Biswas- 100 Shares

No Non-Executive Directors of the Company held any convertible Instruments.

The details of familiarization program imparted to Independent Directors is available on the Company's website at www.winsomeindia.com at weblink <http://www.winsomeindia.com/assets/policyreports/Familiariazation%20Programmes%20for%20Independwent%20Directors.pdf>

3. COMMITTEES OF THE BOARD

The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board; as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action.

The Board has currently the following Committees.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee

(A) AUDIT COMMITTEE

The terms of reference of Audit Committee includes the matters specified under Regulation 18 (3) read with Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending the appointment, remuneration, terms of appointment of auditors and also approval for payment for any other services rendered by the statutory auditors.
3. Reviewing with management the annual financial statements and the auditors' report thereon before submission to the board, focusing primarily on;
 - (a) Matters required to be included in the Directors' Responsibility Statement to be included in the Boards' Report in terms of clause (c) of sub-section (3) of section 134 of the Companies Act, 2013;
 - (b) Changes if any in accounting policies and practices and reasons for the same;
 - (c) Major accounting entries involving estimates based on the exercise of judgement by management;
 - (d) Significant adjustments arising out of audit;
 - (e) Compliance with the listing and other legal requirements relating to financial statements;
 - (f) Disclosure of any related party transactions;
 - (g) Modified opinion(s) in the draft audit report;

4. Reviewing with the management, the quarterly financial statements before submission to the board for approval.
5. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
6. Approval of any subsequent modification of transactions of the Company with related parties;
7. Scrutiny of Inter-corporate loans and investments;
8. Valuation of undertakings or assets of the Company wherever it is necessary
9. Evaluation of Internal Financial Controls and risk management systems;
10. Reviewing the function of Whistle Blower Mechanism;
11. Reviewing with the management the performance of Statutory Auditor and Internal auditors, adequacy of internal control systems.

Composition of Audit Committee:

The Composition of Audit Committee and details of meeting attended by its members are listed below:

Name of the Directors	Designation	Category	No. of meetings during the financial year 2017-18	
			Held	Attended
Mr. Sayak Mujumdar	Chairman	Non-Executive Independent	05	05
Mr. Partha Chakraborty	Member	Non-Executive Independent	05	05
Ms. Stuti Dubey	Member	Non-Executive Independent	05	05
Mr. Paritosh Kumar Tarafder	Member	Non-Executive Non- Independent	05	05

- The composition of the committee is in conformity with Regulation 18 of the SEBI (Listing Obligations and Disclosures Requirements), Regulation 2015 and all members of committee are financially literate and have relevant finance exposure.
- During the financial year 2017-18, Audit Committee met five times on **30th May 2017, 7th June 2017, 14th September 2017, 12th December 2017 and 13th February 2018** and the gap between two meetings did not exceed one hundred and twenty days. The necessary quorum was present for all the meetings.
- The Company Secretary acts as a secretary of the Committee.

(B) NOMINATION AND REMUNERATION COMMITTEE

The terms of reference of Nomination and Remuneration Committee includes the matters specified under Regulation 19(4) read with Part-D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. Formulating the criteria for qualifications, positive attributes and independence of the director and recommend to the Board of Directors a policy relating, the remuneration of the Directors, Key Managerial Personnel and other employees;
2. Formulating the criteria for evaluating the performance of the Independent Directors and the board of directors;
3. Devising a policy on diversity of board of directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;

Composition of Nomination and Remuneration Committee and details of meeting attended by its members are listed below:

No meeting of Nomination and Remuneration Committee was held during the financial year 2017-18.

Name of the Directors	Designation	Category
Mr. Sayak Majumdar	Chairman	Non-Executive Independent
Mr. Partha Chakraborty	Member	Non-Executive Independent
Mr. Paritosh Kumar Tarafder	Member	Non-Executive Non-Independent
Ms. Stuti Dubey	Member	Non-Executive Independent

Performance evaluation criteria for Independent Director

The Performance evaluation criteria is determined by the Nomination and Remuneration Committee. An indicative list of factors that may be evaluated include participation and contribution a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stake holders, integrity and maintenance of confidentiality and independence of behavior and judgement.

(c) REMUNERATION POLICY

The remuneration payable to the Executive Directors is determined by the Board on the recommendation of the Nomination and Remuneration Committee. This is subject to the approval of the shareholders at the General Meeting. The Non-Executive Directors do not draw any remuneration from the Company except sitting fees for attending the meeting of the Board and the Committee.

The details of remuneration paid to Managing Director (Executive) for the year 2017-18 are as follows:

<u>Name of the Director</u>	<u>Salary</u>	<u>Benefits/Perquisites</u>	
Total			
1. Mr. Sanjay Agarwal	18, 00,000/-	1,20,000/-	19, 20,000/-

The details of remuneration paid to Non-Executive/Independent Directors for the year 2017-18 are as follows:

<u>Non-Executive Directors</u>	<u>Sitting Fees Paid (Rs.)</u>
1. Mr. Paritosh Kumar Tarafder	--
2. Mr. Nitai Charan Biswas	--
3. Ms. Stuti Dubey	2,000
4. Mr. Sayak Majumdar	2,000
5. Mr. Partha Chakraborty	2,000

The Non-Executive Directors are not paid any commission and other elements like performance linked incentives, Service contract, Notice period, severance fees and stock option details are not applicable in case of Non-Executive Directors.

(D) STAKEHOLDERS' RELATIONSHIP COMMITTEE

The terms of reference of Stakeholders' Relationship Committee includes the matters specified under Regulation 20(4) read with Part-D of Schedule II of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015.

The Committee consider and resolve the grievances of security holders of the company including redressal of shareholders/Investors complaint like transfer of shares, non-receipt of declared dividends, non-receipt of annual report etc. The Company has registered under SCORES and complaints are processed through the Company's RTA i.e. M/s ABS Consultant Pvt. Ltd.

One meetings of the Stakeholders' Relationship Committee were held during the year on 25th January 2018.

The composition of the Stakeholders' Relationship Committee and the details of meeting attended by its members are given below:

Name	Designation	Category	No. of meetings during the financial year 2017-2018	
			Held	Attended
Sri Nitai Charan Biswas	Chairman	Non-Executive Non-Independent	1	1
Sri Sayak Majumdar	Member	Non-Executive Independent	1	1

- i) Name of Non-Executive Director heading the Committee: Sri Nitai Charan Biswas
- ii) Name & Designation of Compliance officer: Ms. Punam Kumari Sharma, Company Secretary
- iii) Number of Shareholders' Complaint received during the year: NIL;

4. GENERAL BODY MEETINGS

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

VENUE	FINANCIAL YEAR	DATE & TIME
At the Registered office i.e., 28/1, Shakespeare Sarani, Kolkata 700 017	2014-2015	28.09.2015 at 11.00 A.M
At the Registered office i.e., 28/1, Shakespeare Sarani, Kolkata 700 017	2015-2016	27.09.2016 at 2.00 P.M
At the Registered office i.e., 28/1, Shakespeare Sarani, Kolkata 700 017	2016-2017	10.07.2017 at 3.00 P.M

Whether any Special Resolution was passed in the previous three AGMs: Yes

Whether any Resolution was passed last year through postal ballot: No.

At present, there is no proposal for passing of any special resolution through postal ballot.

5. MEANS OF COMMUNICATION

- Timely disclosure of consistent, comparable, relevant and other reliable information on corporate financial performance is at the core of good governance. The Company sent the quarterly, half - yearly, Annual results to the concerned stock exchange within the time as stipulated under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The results are published usually in Financial Express (English) and Arthik Lipi (Bengali).
- The Company has a website www.winsomeindia.com and all the vital information relating to the Company and its performance including financial results are regularly posted on the Company's website.

6. GENERAL SHREHOLDERS INFORMATION

i. AGM Details:

Date	24 th September, 2018
Venue	28/1, Shakespeare Sarani, Kolkata - 700 017
Time	11:00 A.M

ii. Financial Calendar

Financial Year - 1st April to 31st March

Financial Reporting for the year 2018 - 19

Particulars	Quarter/Year Ending	Tentative Schedule *
Unaudited Financial Result for 1 st quarter	Q.E 30.06.2018	On or before 14 th August, 2018.
Unaudited Financial Year Result for 2 nd quarter	Q.E 30.09.2018	On or before 14 th November, 2018.
Unaudited Financial Year Results for 3 rd quarter	Q.E. 31. 12.2018	On or before 14 th February, 2019.
Audited Financial Result for 4 th quarter and year	Y.E. 31.03.2019	On or before 30 th May, 2019.

* Tentative Schedule and subject to change.

iii. Dividend Payment date: Not Applicable

iv. Listing on Stock Exchange: Calcutta Stock Exchange Ltd., 7, Lyons Range, Kolkata- 700001
The Listing Fees have been paid to CSE, for the Financial Year 2018 -19.

V. Stock Exchange Code: 23095

Vi. Market Price Data

The Annually highest and lowest closing quotations of the equity shares of the Company at the Calcutta Stock Exchange, during Financial Year 2017 – 18 is Nil as there was no trading during the period.

Vii. Registrar & Share Transfer Agents (RTA)

ABS Consultant Pvt. Ltd.
Stephen House, 4, B.B.D. Bag (East),
6th Floor, R. N. 99, Kolkata 700 001

Viii. Share Transfer System

The share transfers requests are directly received and processed by the Company Registrar and Transfer Agent i.e. M/s ABS Consultant Pvt. Ltd. In case Company received any share transfer request from the shareholder, it forwards the transfer request to the RTA for process the request.

Share transfer request received in physical form are registered within 30 days from the date of the receipt.

Ix Dematerialization of Shares and Liquidity:

The Shares of the Company are compulsorily traded in dematerialized form and are available for trading under both the depository systems in India-NDSL (National Depository Services Ltd.) and CDSL [Central Depository Services (India) Limited]. As on 31st March, 2018 the number of equity shares in dematerialized form is 3, 35,600 representing 69.92% of the total equity shares.

Under Depository system the International Securities Identification Number (ISIN) allotted to the Company's Equity Shares is INE273E01017.

Outstanding GDRs/ ADRs/ Warrants or any convertible instruments in the past and hence as on 31st March, 2018, the company does not have any outstanding GDRs/ ADRs/ Warrants or any convertible instruments.

Commodity Price risk or foreign exchange risk and hedging activities - NIL

NSDL / CDSL / PHYSICAL SUMMARY REPORT AS ON 31-03-2018

	<u>No. of Shares</u>	<u>% of Shareholdings</u>
1. PHYSICAL	1, 44,400	30.08
2. NSDL	1, 63,600	34.08
3. CDSL	1, 72,000	35.84

x. Distribution of Shareholding:

Distribution of equity shareholding as on 31st March, 2018:-

Sl. No.	No. of Equity Shares held	No. of Folios	No. of Shares	Percentage of shareholding
1.	1 to 500	39	6525	1.36
2.	501 to 1000	01	700	0.15
3.	1001 to 2000	--	--	--
4.	2001 to 3000	02	4700	0.98
5.	3001 to 4000	--	--	--
6.	4001 to 5000	--	--	--
7.	5001 to 10000	20	146200	30.46
8.	10001 to 50000	03	65375	13.62
9.	50001 to 100000	01	84500	17.60
10.	100000 & above	01	172000	35.83
	Total	67	480000	100

Categories of equity shareholders as on 31st March, 2018.

Category	No. of Shares Held	Percentage of share holding
Promoters' Holdings		
Individuals / HUF	56,375	11.74
Bodies Corporate	2,81,325	58.61
Public Shareholding		
Financial Institutions/ Banks	1,050	0.22
Bodies Corporate	10,000	2.08
Individuals shareholders holding nominal share capital up to Rs. 2 Lakh	1,31,250	27.34
Total	4,80,000	100

xi. Plant Locations

GARDENS:

- 1. Kacharigoan Tea Estate
P.O. Rangapara - 784505
Dist: Sonitpur, Assam**
- 2. Topia Tea Estate
P.O. Naharbari
Dist: Sonitpur, Assam**

xii. Address for correspondence

Registered office: 28/1, Shakespeare Sarani,
Ganga Jamuna Building, 1st Floor,
Kolkata- 700017.

DISCLOSURES

a) Related Party Transactions

The Company has not entered into any transactions of a material nature with the Promoters, the Directors or the Management, their Relatives etc., that may have potential conflict with the interest of the company.

b) Compliance by the Company

The company has complied with the requirements of the Stock Exchange, SEBI and other Statutory Authorities on all matters related to Capital Markets. No penalties or strictures have been passed on the company by the Stock Exchange or SEBI or any other Statutory Authorities relating to the above.

c) WHISTLE BLOWER POLICY

The Company has established a Vigil Mechanism for directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Company affirms that none of the employees have been denied access to Audit Committee. The said policy may be referred to at the Company's website at www.winsomeindia.com at weblink: <http://www.winsomeindia.com/assets/policy-reports/Whistle%20Blower%20Policy.pdf>

d) Mandatory and Non-Mandatory Requirements:

All the mandatory requirements of Listing Regulations have been appropriately complied with. A certificate from M/s. S.M Kothari & Co. Practicing Company Secretary confirming compliance with the condition of the Corporate Governance as stipulated under SEBI (LODR) Regulations, 2015 is attached to the Board's report forming part of the Annual Report.

Non-Mandatory Requirements:

- **Opinion in Audit Report-**

The Auditors of the Company have furnished their Audit Report in respect of Financial Results for the financial year ended 31st March, 2018 with un-modified opinion.

- **Report of Internal Auditor-**

The Internal Auditors of the Company are Independent and their reports are placed before the Audit Committee.

e) Policy for determination of a Material Subsidiary:

The Company has formed a policy on material subsidiary as required under regulation 24 of the Listing Regulations. The said policy may be referred to, at the Company's website at www.winsomeindia.com at weblink: <http://www.winsomeindia.com/assets/policy-reports/Policy%20for%20determining%20Material%20Subsidiary.pdf>

f) Policy on Related Party Transaction:

The Company has formed a policy on Related Party Transaction as required under regulation 23 of the Listing Regulations. The said policy may be referred to, at the Company's website at www.winsomeindia.com at weblink: <http://www.winsomeindia.com/assets/policy-reports/Related%20Party%20Transaction%20Policy.pdf>

g) The Company is not dealing in commodities and hence disclosure relating to commodity price risks and commodity heading activities are not applicable.

DISCRETIONARY REQUIREMENTS:

Details provided in clause (d) of above disclosure.

CEO & CFO CERTIFICATION

Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors
Manabarrie Tea Co. Ltd.
28/1, Shakespeare Sarani,
Ganga Jamuna Building, 1st Floor
Kolkata- 700017

Date: 08.08.2018

- (a) We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) To the best of our knowledge and belief no transactions entered into by the company during the year ended 31st March, 2018 which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee
- (i) Significant changes in the internal control over financial reporting during the year.
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Manabarrie Tea Co. Limited



Sanjay Agarwal
Managing Director

For Manabarrie Tea Co. Limited



Sravan Kumar Kothari
Chief Financial Officer

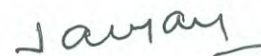
COMPLAINCE WITH CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

As provided under Schedule V (D) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, all Board members and senior management Personnel have affirmed compliance with code of Ethics and Business Conduct of the Company for the Financial Year ended 31st March, 2018.

For Manabarrie Tea Company Limited

Date: 08.08.2018

Place: Kolkata



Sanjay Agarwal
Managing Director

To
The Members
Manabbarrie Tea Company Limited

We have examined all relevant records of Manabbarrie Tea Company Limited for the purpose of certifying compliance of the conditions of Corporate Governance as per Para C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 34(2) of the said Listing Regulations (Hereinafter, collectively referred to as the Listing Regulations) for the Financial Year ended on 31st March, 2018. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the procedure and implementation thereof and was carried out in accordance with the Guidance Note on Corporate Governance Certificate issued by the Institute of Company Secretaries of India. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

On the Basis of our examination of the records produced and explanations furnished, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listed Regulations.

Place: Kolkata
Date: 26-07-2018

For S. M. KOTHARI & CO.
Company Secretaries

S M K

S. M. KOTHARI
CP 1837





DHANDHANIA & ASSOCIATES
C H A R T E R E D A C C O U N T A N T S

13, Crooked Lane, Kolkata - 700 069. Phone : 4006-6758 / 2248-4813. E-mail : pkd@pkd.co.in. Web : www.pkd.co.in

INDEPENDENT AUDITOR'S REPORT

To,

The Members of

MANABARRIE TEA COMPANY LIMITED

Report on the Indian Accounting Standards (Ind AS) Financial Statements

We have audited the accompanying Ind AS financial statements of **MANABARRIE TEA COMPANY LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and statement of changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act., read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS 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 of the Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountant of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS 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 Ind AS financial statements

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 March 31, 2018, and its profit/loss (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Other Matter

The financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 included in these standalone Ind AS financial statements, are based on the previously issued statutory financial statements for the years ended March 31, 2017 and March 31, 2016 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) which were not audited by us. The adjustments to those financial statements for the differences in accounting principles adopted by the Company on transition to the Ind AS have been audited by us. Our opinion is not qualified in respect of this matter.



Emphasis of matter

We draw attention to the following notes to the financial statements, in respect of which we have not qualified our opinion:

- a) The company has filed petition in National Company Law Tribunal (NCLT) for reduction in face value of Rs. 10/- per preference share to Re. 1/- per preference share, which will reduce preference shares to Rs. 1,00,00,000/- from Rs. 10,00,00,000/- and reduce accumulated losses by Rs. 9,00,00,000/-. The same has been approved in the annual general meeting of members of the company held on dated 10th July, 2017 by special resolution and accepted by preference shareholders. The effect of reduction in preference shares is not given as the matter is pending at National Company Law Tribunal (NCLT) (Refer Note No. 46 of financial statements).
- b) The Company has prepared accounts on going concern basis even though net worth of the company is completely eroded due to reclassification of non cumulative redeemable preference shares amounting to Rs. 10,00,00,000/-, due to adoption of Indian Accounting Standards notified under section 133 of the Companies Act, 2013. The management is working on restructuring plan and confident to raise from share capital to borrowings in near future (Refer Note No. 47 of financial statements).

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("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 1 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, statement of profit and loss including the statement of other comprehensive income, the cash flow statement and statement of changes in equity dealt with by this report are in agreement with the books of account;



- (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure 2" to this report;
- (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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The company does not have any pending litigations which would impact its financial position,
 - ii. The company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

Place: Kolkata

Date: The 30th of May 2018



Sunil Oswal

SUNIL OSWAL, FCA, PARTNER

(Membership No.071678)

For and on behalf of

DHANDHAN & ACCOSIATES

Chartered Accountants

Firm Registration No.316052E

ANNEXURE -1

The Annexure referred to in our report to the members of the Company for the year ended on 31st March 2018. We report that.

i) (a) The Company is maintaining proper records showing full particulars, including quantitative details & situation of Property, Plant and Equipments.

(b) The Property, Plant and Equipments of the Company have been physically verified by the management during the year and discrepancy noticed on such verification has been duly provided in the books of accounts.

(c) The title deeds of immovable properties are held in the name of the company.

ii) (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.

(b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the company and nature of its business.

(c) In our opinion and according to the information and explanation given to us, the company has maintained proper record of its inventories and no material discrepancies were noticed on physical verification.

iii) The Company has not granted loans, secured or unsecured, to Companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 186 of the Companies Act, 2013. Consequently, clauses (iii) (a), (iii) (b), (iii) (c) of the Order are not applicable.

iv) The Company has not given any loans, investments, guarantees or securities within the meaning of provisions of section 185 and 186 of the Companies Act, 2013.

v) The company has not accepted deposits within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.

vi) As informed to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has been generally regular in depositing undisputed statutory dues including provident fund, income tax, sales tax, service tax, value added tax, duty of customs, duty of excise, cess and other material statutory dues with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payables in respect of provident fund income tax, sales tax, wealth tax, service tax, customs duty, value added tax, cess and other material statutory were in arrears as at 31st March, 2018 for a period of more than six months from the date they became payable.



MANABARRIE TEA COMPANY LIMITED

(b) The details of dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, cess and Goods & Service Tax which have not been deposited as on March 31, 2018 on account of disputes are given below:

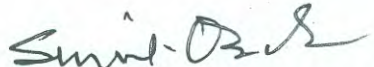
Name of Statute	Nature of Due	Forum above dispute is pending	Amount (Rs.)
Income Tax Act	Income Tax	Commissioner of Income Tax (Appellate)	205,660

- viii) In our opinion and according to the information and explanations given to us, the company has not defaulted in the repayment of dues to banks and financial institution. The company has not issued any debentures during the year.
- ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- x) There is no instance of any fraud by the company or on the Company by its officers or employees which has been noticed or reported during the year.
- xi) Based upon the audit procedure performed and the information and explanation given to by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards;
- xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and accordingly the provisions of clause (xiv) of the order are not applicable to the company.
- xv) The company has not entered into any non-cash transactions with directors or persons connected with him and accordingly the provisions of clause (xv) of the order are not applicable to the company.
- xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.



Place: Kolkata

Date: The 30th day of May, 2018


SUNIL OSWAL, FCA, PARTNER

(Membership No. 071678)

For and on behalf of

DHANDHANANIA & ASSOCIATES

Chartered Accountants

Firm Registration No.316052E

ANNEXURE-2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF MANABARRIE TEA COMPANY LIMITED

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

We have audited the internal financial controls over financial reporting of **MANABARRIE TEA COMPANY LIMITED** ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We have conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance 168 Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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



Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India"

Place: Kolkata

Date: The 30th day of May, 2018





SUNIL OSWAL, FCA, PARTNER

(Membership No. 071678)

For and on behalf of

DHANDHANANIA & ASSOCIATES

Chartered Accountants

Firm Registration No. 316052E

MANABARRIE TEA COMPANY LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2018

(Figures in Rs.)

Sl. No.	Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017	As at 01st April, 2016
	ASSETS				
(1)	Non-Current Assets				
	(a) Property Plant and Equipments	3	175,817,797	179,086,651	164,399,994
	(b) Capital Work In Progress	3	5,710,395	1,036,963	646,380
	(c) Investment in Group Company	4	6,221,138	1,101,138	1,101,138
	(d) Financial Assets				
	Investment	5	2,200	2,200	2,200
	Loans and Advances	6	6,937,662	6,937,662	7,092,487
	(e) Deferred Tax Asset (net)	7	17,183,860	14,460,091	8,512,438
(2)	Current Assets				
	(a) Inventories	8	19,725,826	19,860,884	21,270,759
	(b) Biological Asset other than Bearer Plants	9	625,713	495,683	634,548
	(c) Financial Assets				
	(i) Trade Receivables	10	5,080,346	1,605,257	5,287,512
	(ii) Cash and Cash Equivalents	11	529,444	1,612,528	653,131
	(ii) Loans and Advances	12	17,824,672	6,576,259	4,592,837
	Total Assets		255,659,053	232,775,316	214,193,424
	EQUITY & LIABILITIES				
(1)	EQUITY				
	(a) Equity Share Capital	13	4,800,000	4,800,000	4,800,000
	(b) Other Equity	14	(97,661,165)	(87,190,791)	(73,357,750)
	Total Equity		(92,861,165)	(82,390,791)	(68,557,750)
	LIABILITIES				
(2)	Non-Current Liabilities				
	(a) Financial Liabilities				
	Borrowings	15	257,823,380	235,254,218	223,094,576
	Employee Benefit Obligation	16	6,205,705	6,434,223	1,591,426
(3)	Current Liabilities				
	(a) Financial Liabilities				
	(i) Borrowings	17	25,035,461	29,257,348	18,519,444
	(ii) Trade Payables	18	15,843,104	13,523,561	13,368,500
	(iii) Other Financial Liabilities	19	11,783,471	10,399,214	6,836,854
	(b) Other Current Liabilities	20	20,726,424	9,558,033	10,182,571
	(c) Provisions	21	11,102,673	10,739,510	9,157,802
	Total Equity & Liabilities		255,659,053	232,775,316	214,193,424

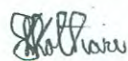

Significant Accounting Policies and Notes on Accounts. 1 to 51

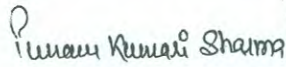
As per our Report of even date annexed hereto


SUNIL OSWAL, FCA, Partner
 Membership No : 071678
 For & On behalf of
DHANDHANIA & ASSOCIATES
 Chartered Accountants
 Registration No. : 316052E
 Place : Kolkata
 Dated : 30th Day of May, 2018



For and behalf of Board of Directors

 
 Chief Financial Officer Managing Director

 
 Company Secretary Director

MANABARRIE TEA COMPANY LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2018

(Figures in Rs)

Sl. No.	Particulars	Note No.	For the year ended 31st March, 2018	For the year ended 31st March, 2017
(1)	Revenue from Operations	22	254,466,817	216,740,906
(2)	Other Income	23	1,046,535	197,018
	Total Revenue (1+2)		255,513,352	216,937,924
(3)	Expenses:			
	Cost of materials consumed		62,542,575	52,758,467
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	24	3,437,051	422,940
	Change in value of Raw Material	25	(535,920)	-
	Changes in value of Green leaf	26	(130,030)	138,865
	Employee benefit expenses	27	101,355,024	87,037,734
	Finance cost	28	23,571,831	20,116,510
	Depreciation and amortization expense	3	12,505,552	11,819,895
	Other Expenses	29	66,046,808	60,848,292
	Total Expenses		268,792,891	233,142,702
(4)	Profit/ (Loss) before exceptional items and tax		(13,279,539)	(16,204,778)
(5)	Exceptional Items		-	-
(6)	Profit/ (Loss) after Exceptional items and before tax		(13,279,539)	(16,204,778)
(7)	Tax Expense:			
	(1) Current Tax		-	-
	(2) Deferred Tax	16	(2,699,603)	(4,862,005)
	(3) Tax for Earlier Years		-	-
(8)	Profit/ (Loss) from Operations		(10,579,936)	(11,342,773)
	Other Comprehensive Income / (Loss)			
	<u>Items that will not be reclassified to Profit or loss</u>			
	- Remeasurement of Defined Benefit Plan		85,396	(3,575,916)
	- Income Tax relating to these items	16	24,167	1,085,648
	Total - Other Comprehensive Income For the Year		109,563	(2,490,268)
	Total Comprehensive Income For the Year		(10,470,373)	(13,833,041)
(9)	Earning per Equity Share:			
	(1) Basic		(22.04)	(23.63)
	(2) Diluted		(22.04)	(23.63)
	(refer note no.43)			

Significant Accounting Policies and Notes on Accounts.

1 to 51

As per our report of even date annexed hereto

Sunil Oswal

SUNIL OSWAL, FCA, Partner

Membership No : 071678

For & On behalf of

DHANDHANIA & ASSOCIATES

Chartered Accountants

Registration No. : 316052E

Place : Kolkata

Dated : 30th Day of May, 2018



For and behalf of Board of Directors

[Signature]
Chief Financial Officer

[Signature]
Managing Director

Punam Kumari Sharma
Company Secretary

[Signature]
Director

MANABARRIE TEA COMPANY LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED AS ON 31ST MARCH '2018

Particulars	For the year ended 31st March, 2018		For the year ended 31st March, 2017	
	Rs.	Rs.	Rs.	Rs.
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		(13,279,539)		(16,204,778)
<u>Adjustments for:</u>				
Depreciation and amortisation	12,505,552		11,819,895	
Finance costs	23,571,831		20,116,510	
Changes in fair Value of Biological Asset	(130,030)		138,865	
Employment Benefit obligations	(143,122)		1,266,881	
		35,804,231		33,342,151
Operating profit / (loss) before working capital changes		22,524,692		17,137,373
<i>Adjustments for (increase) / decrease in Assets:</i>				
Inventories	135,058		1,409,875	
Trade receivables	(3,475,089)		3,682,255	
Short-term loans and advances	(11,248,413)		(1,983,422)	
<i>Adjustments for increase / (decrease) in Liabilities:</i>				
Trade payables	2,319,541		155,061	
Other Financial Liabilities	1,384,257		3,562,360	
Other current liabilities	11,168,391		(624,538)	
Short-term provisions	363,163	646,908	1,581,708	7,783,299
Cash flow from extraordinary items		-		-
Cash generated from operations		23,171,600		24,920,672
Net income tax (paid) / refunds		-		-
Net cash flow from / (used in) operating activities (A)		23,171,600		24,920,672
B. Cash flow from investing activities				
Capital expenditure on fixed Assets	(13,910,129)		(26,897,136)	
Long Term Loans And Advances Given	-		154,825	
Purchase of investment in group company	(5,120,000)			
Net cash flow from / (used in) investing activities (B)		(19,030,129)		(26,742,311)
C. Cash flow from financing activities				
Proceed from short term borrowing	-		10,737,904	
Refund of short term borrowing	(4,221,887)			
Proceed from Long term borrowing	22,569,163		12,159,642	
Finance Cost	(23,571,831)		(20,116,510)	
Net cash flow from / (used in) financing activities (C)		(5,224,555)		2,781,036



Particulars	For the year ended 31st March, 2018		For the year ended 31st March, 2017	
	Rs.	Rs.	Rs.	Rs.
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		(1,083,084)		959,397
Cash and cash equivalents at the beginning of the year		1,612,528		653,131
Cash and cash equivalents at the end of the year		529,444		1,612,528

Reconciliation of Cash and Cash Equivalents with the Balance Sheet:

Cash and cash equivalents at the year end				1,612,528
Cash and cash equivalents at the year end comprises of :				
(a) Cash in hand		105,908		1,270,140
(b) Balances with banks:				
(i) In current accounts		423,536		342,388
		529,444		1,612,528

See accompanying notes forming part of the financial statements

As per our report of even date annexed hereto

Sunil Oswal

SUNIL OSWAL, FCA, Partner

Membership No : 071678

For & On behalf of

DHANDHANIA & ASSOCIATES

Chartered Accountants

Registration No. : 316052E

Place : Kolkata

Dated : 30th Day of May, 2018



For and behalf of Board of Directors

[Signature]
Chief Financial Officer

[Signature]
Managing Director

[Signature]
Company Secretary

[Signature]
Director

MANABARRIE TEA COMPANY LIMITED
STATEMENT OF CHANGES IN EQUITY

A. EQUITY SHARE CAPITAL

Particulars	Note	Amount (Rs.)
As at 01st April 2016		4,800,000
Changes in Equity Share Capital	12	-
As at 31st March 2017		4,800,000
Changes in Equity Share Capital	12	-
As at 31st March 2018		4,800,000

B. OTHER EQUITY

Particulars	Reserve and Surplus			Total Other Equity
	Securities Premium Reserve	General Reserves	Retained Earnings	
Balance at 01st April 2016	6,000,000	22,500	(79,380,250)	(73,357,750)
Profit For the Year	-	-	(11,342,773)	(11,342,773)
Other Comprehensive Income	-	-	(2,490,268)	(2,490,268)
Total Comprehensive Income for the year	-	-	(13,833,041)	(13,833,041)
Dividends	-	-	-	-
Transfer to retained earnings	-	-	-	-
Any other change (to be specified)	-	-	-	-
Balance at 31st March 2017	6,000,000	22,500	(93,213,291)	(87,190,791)
Profit For the Year	-	-	(10,579,936)	(10,579,936)
Other Comprehensive Income	-	-	109,563	109,563
Total Comprehensive Income for the year	-	-	(10,470,373)	(10,470,373)
Dividends	-	-	-	-
Transfer to retained earnings	-	-	-	-
Any other change (to be specified)	-	-	-	-
Balance at 31st March 2018	6,000,000	22,500	(103,683,664)	(97,661,165)

As per our Report of even date annexed hereto


SUNIL OSWAL, FCA, Partner
 Membership No : 071678
 For & On behalf of
DHANDHANIA & ASSOCIATES
 Chartered Accountants
 Registration No. : 316052E
 Place : Kolkata
 Dated : 30th Day of May, 2018



For and behalf of Board of Directors


 Chief Financial Officer


 Company Secretary


 Managing Director

 Director

MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS

COMPANY OVERVIEW

Manabarrie Tea Company Limited [CIN: L01132WB1885PLC000505] having its registered office at 28/1 Shakespeare Sarani, Kolkata - 700 017 and its tea estate, is engaged in the business of growing, manufacturing and selling of Black Tea.

1 SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in preparation of these financial statements. These policies have been consistently applied to all years presented, unless otherwise stated.

1.1 BASIS OF PREPARATION

1.1.1 Compliance with Ind AS

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

The financial statements upto year ended 31st March 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provision of the act.

These financial statements are the first financial statements of the Company under Ind AS. Refer Note No 42 for an explanation of how transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flow.

1.1.2 Classification of Current and Non Current

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Ind AS 1 – Presentation of financial Statements and Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

1.1.3 Historical Cost Convention

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

- (i) certain financial assets and liabilities (including derivative instruments) that is measured at fair value;
- (ii) defined benefit plans – plan assets measured at fair value;
- (iii) certain biological assets (including unplucked green leaves) – measured at fair value less cost to sell.

1.2 SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

1.3 FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currency are recorded at the exchange rate prevailing at the transaction date.

Exchanges differences arising on settlement of transactions or on reporting at the year end rates are recognized as income or as expenses in the period in which they arise.

1.4 REVENUE RECOGNITION

Revenue from sale of goods is recognized on passing of the title of the goods/confirmation of the broker. Sales are exclusive of Sales Tax / Goods and Service Tax. Other income and expenditure are accounted for on accrual basis.



MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS

1.5 GOVERNMENT GRANTS/SUBSIDIES

(a) RECOGNITION

- (i) Government grants are recognised when there is reasonable assurance that the enterprise will comply with the conditions attached to them and
- (ii) the grants will be received
- (iii) Government grants related to Property, plant and equipment are presented at fair value and are recognised as deferred income.

(b) PRESENTATION

- (i) Government Grants related to specific assets are adjusted with the value of the Fixed Assets; and
- (ii) Government Grants related to revenue items are taken as income.

1.6 TAXES ON INCOME

a) Provision for current tax made on the basis of the estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961.

b) Deferred tax is provided using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The tax rates and tax laws used to compute the tax are those that are enacted or substantively enacted at the reporting date. Current income tax/deferred tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit and loss.

c) Tax credit is recognized in respect of Minimum Alternate Tax (MAT) as per the provision of section 115JAA of the Income Tax Act, 1961 based on convincing evidence that the Company will pay normal Income tax within the statutory time framed and is reviewed at each Balance Sheet date.

1.7 CASH AND CASH EQUIVALENTS

Cash and cash equivalents for the purpose of presentation in the statement of cash flow, comprises of cash at bank, in hand, bank overdrafts and short term highly liquid investments/bank deposits with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

1.8 INVENTORIES

Raw materials including harvested tea leaves, produced from own gardens are measured at lower of cost and net realisable value. Cost being the fair value less cost to sell at the point of harvest of tea leaves.

Raw materials of purchased tea leaves, Stores and Spare parts and Finished Goods are stated at lower of cost and net realisable value. Cost of Finished Goods comprise direct material, direct labour and appropriate portion of variable and fixed overhead expenditure. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Cost are assigned to individual items of inventory on the basis of weighted average method. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

1.9 BIOLOGICAL ASSET

Tea leaves growing on tea bushes are measured at fair value less cost to sell with changes in fair value recognised in Statement of profit and loss.

1.10 INVESTMENTS

Long Term Investments are stated at cost. Diminution in value, if any, which are not temporary in nature, are adjusted there from and recognized in the financial statements. Current Investments are valued at lower of cost or fair market value of such investment.



MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS

1.11 PROPERTY, PLANT AND EQUIPMENT

Property Plant and Equipments are stated at historical cost of acquisition less accumulated depreciation and accumulated impairment loss, if any. Cost includes cost of acquisition, custom duties, taxes, other incidental expenses relating to acquisition and installation and interest upto the date (in case of qualifying assets) the asset is put to use.

Bearer Plants (Tea Bushes) are classified as Immature Tea Bushes until the produce can be commercially harvested. At that point they are reclassified and depreciation commences.

Mature cultivation cost appearing in books is treated as carrying cost as allowed in Ind AS 101.

The Property, Plant and Equipment including Immature Tea Bushes not ready to use are disclosed under capital work in progress at accumulated cost.

Depreciation on tangible assets is provided on written down value method over the useful life of the assets as prescribed under Part C of the of Schedule II of the Companies Act 2013. Depreciation for assets purchased/sold during the period is proportionately charged.

The Depreciation on Bearer Plants (Mature Tea Bushes) is provided on the remaining life of Tea Bushes as on 01.04.2016. The economic life of Bearer Plants (Tea Bushes) is treated as 60 years.

Depreciation and amortisation methods, useful life and residual values are reviewed periodically and adjustment, if appropriate, is made at the end of each reporting period.

Gains and losses on disposals are determined by computing proceeds with carrying amount. These are included in statement of profit and loss within other income.

1.12 PROVISIONS

A provision is recognised when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provision are not discounted to present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

1.13 CONTINGENT LIABILITIES

The contingent liabilities are provided when it is considered that there may be an outflow of resources embodying future

a) present obligation the one whose existence at the balance sheet date is considered probable;

b) a possible obligation the existence of which at the balance sheet date is considered not probable.

1.14 RETIREMENT BENEFITS

The company operates defined contribution scheme for a Provident Fund and a Pension Fund. Contributions to these funds are made regularly to the Assam Tea Planters Provident Fund (ATPPF) / Regional Provident fund Commissioner West Bengal. The interest rate payable to members of the trust is not lower than the statutory rate of interest declared by the Central Government under Employees Provident Funds and Miscellaneous Provisions Act, 1952.

Short term benefits are charged off at the undiscounted amount in the year in which the related service rendered.

Post employment and other long term employee benefits are charged off in the year in which the employee has rendered services. The amount charged off is recognised at the present value of the amounts payable determined using actuarial valuation technique and funded with the approved gratuity fund.

Remeasurements as a result of experience adjustments, changes in actuarial assumptions and Actuarial gains and losses are recognised in other comprehensive income. Such accumulated re-measurement balances are never reclassified into the statement of profit and loss subsequently.



MANABARRIE TEA COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS

1.15 BORROWING COST

Borrowing Cost that are directly attributable to the acquisition or construction of an assets that necessarily takes a substantial period of time to get ready for its intended use are capitalised till substantial completion of all the activities that are necessary for this if any, other wise borrowing cost are charged to revenue.

1.16 IMPAIRMENT OF ASSETS

Impairment of Assets is recognized when there is an indication of impairment. On such indication the recoverable amount of the assets is estimated and if such estimation is less than carrying amount, the carrying amount is reduced to its recoverable amount.

1.17 CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby profit / loss before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated.

1.18 EARNING PER SHARE

'Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

2 Critical estimates and judgements

The preparation of the financial statements require the use of accounting estimates which, by definition, will seldom equal the actual result. Management also needs to exercise judgement in applying the Company's accounting policies

This note provides an overview of the areas that involved a high degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

Critical estimates and judgements

The areas involving critical estimates and judgements are:

i) Taxation

The Company is engaged in agricultural activities and also subject to tax liability under MAT provisions. Significant judgement is involved in determining the tax liability for the Company. Also there are many transactions and calculations during the ordinary course of business for which the ultimate tax determination is uncertain. Further judgement is involved in determining the deferred tax position on the balance sheet date.

ii) Depreciation and Amortisation

Depreciation is calculated using the straight line method to allocate their cost, net of residual value on the basis of useful lives prescribed in schedule II to the Companies Act, 2013.



MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS

iii) Employee Benefits

The present value of the defined benefit obligations and long term employee benefits depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) include the discount rate. Any changes in these assumptions will impact the carrying amount of defined benefit obligations.

The Company determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the obligations. In determining the appropriate discount rate, the Company considers the interest rates of Government securities that have terms to maturity approximating the terms of the related defined benefit obligation. Other key assumptions for obligations are based in part on current market conditions.

iv) Provisions and Contingencies

Provisions and contingencies are based on Management's best estimate of the liabilities based on the facts known at the balance sheet date.

v) Fair Value of Biological Asset

The fair value of Biological Assets is determined based on recent transactions entered into with third parties or available market price.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.



MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS (Contd.)

Note : 3 Property, Plant and Equipment

(Figures in Rs.)

Sl. No	Particulars	Original Cost			Depreciation and Amortisation						Net Book Value	
		As at 1st April '17	Addition during the year	Adjustment during the year	As at 31st Mar '18	As at 1st April '17	Addition during the year	Adjustment during the year	Deduction during the year	As at 31st Mar '18	As at 31st Mar '18	As at 31st Mar '17
1	Tangible Assets											
1	Land (Lease and free hold and Development)	1,413,209	-	-	1,413,209	-	-	-	-	-	1,413,209	1,413,209
2	Bearer Plant (Mature Plant)	110,074,953	-	-	110,074,953	2,485,584	2,993,519	-	-	5,479,103	104,595,851	107,589,370
3	Factory Buildings	4,363,476	280,233	-	4,643,709	397,276	405,613	-	-	802,889	3,840,820	3,966,200
4	Other Buildings	12,738,044	1,095,563	-	13,833,607	389,825	432,639	-	-	822,465	13,011,142	12,348,219
5	Plant & Machineries	55,173,497	4,203,659	-	59,377,156	6,454,698	6,541,704	-	-	12,996,402	46,380,754	48,718,799
6	Computers	493,284	12,890	-	506,174	228,564	141,761	-	-	370,325	135,849	264,720
7	Office Equipment	6,716	-	-	6,716	2,893	2,894	-	-	5,787	929	3,823
8	Furniture & Fixtures	531,923	8,672	-	540,595	85,394	88,502	-	-	173,897	366,698	446,529
9	Motor Vehicles	6,111,443	3,635,681	-	9,747,124	1,775,658	1,898,920	-	-	3,674,579	6,072,545	4,335,785
	Total (Current Year)	190,906,545	9,236,697	-	200,143,243	11,819,893	12,505,552	-	-	24,325,445	175,817,797	179,086,651
	(Previous Year)	164,399,993	26,506,552	-	190,906,545	-	11,819,895	-	-	11,819,895	179,086,651	164,399,994

Capital Work In Progress

1	Plant & Machinery	1,036,963	-	1,036,963	-	-	-	-	-	-	-	1,036,963
2	Bearer Plants	-	5,710,395	-	5,710,395	-	-	-	-	-	-	5,710,395
	Total (Current Year)	1,036,963	5,710,395	1,036,963	5,710,395	-	-	-	-	-	-	1,036,963
	Total (Previous Year)	-	1,036,963	-	1,036,963	-	-	-	-	-	-	-



MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS (Contd.)

Note : 4 Investment in Group Company

Figures in (Rs)

Sl. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 01st April, 2016
		Amount	Amount	Amount
	<u>Equity Instrument at Cost</u>			
	<u>Investment in Equity Instrument - Associate (Unquoted)</u>			
1	Winsome Tea Plantations Pvt. Ltd. 50 (31-03-2017 - 50, 01-04-2016 50) shares of Rs.1000/- each	25,125	25,125	25,125
2	S. J. Overseas Pvt. Ltd. 1500 (31-03-2017 - 1500, 01-04-2016 1500) shares of Rs.10/- each	15,000	15,000	15,000
3	Whispering Resorts Pvt. Ltd. 2500 (31-03-2017 - 2500, 01-04-2016 2500) shares of Rs.100/- each	1,101,138	1,101,138	1,101,138
4	Mahanadi Tea Co. Pvt. Ltd. 4000 (31-03-2017 - Nil, 01-04-2016 Nil) shares of Rs.10/- each	5,120,000	-	-
	Aggregate amount of investments in Unquoted shares	6,261,263	1,141,263	1,141,263
	Less: Provision for Dimunition in Value of Investments	40,125	40,125	40,125
	Total	6,221,138	1,101,138	1,101,138

Note : 5 Non Current Investment

(In Equity Shares of Rs 10/- each fully paid, except otherwise stated)

Sl. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 01st April, 2016
		Amount	Amount	Amount
	<u>Equity Investment (Unquoted)</u>			
	Jalpaiguri Club Ltd. 20 (31-03-2017 - 20, 01-04-2016 20) shares	200	200	200
	<u>Other Investments</u>			
	National Savings Certificate (Pledge with Government Authorities)	2,000	2,000	2,000
	Total Non Current Investment	2,200	2,200	2,200



MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS (Contd.)

Note : 6 Loans and Advances

(Figures in Rs.)

Sl. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 01st April, 2016
1	<u>Security Deposit</u>			
	a) Unsecured, Considered Good:	6,806,751	6,806,751	6,961,576
	b) Considered Doubtful	130,911	130,911	130,911
	Total	6,937,662	6,937,662	7,092,487

Note : 7 Deferred Tax Asset

1	<u>Deferred Tax Assets</u>			
	On Account of Section 43B of Income Tax Act, 1961	1,858,990	2,433,637	885,957
	On account of carry forward Business Loss & Unabsorbed Depreciation	20,689,205	18,467,318	14,826,095
	Total Deferred Tax Assets	22,548,195	20,900,955	15,712,052
2	<u>Deferred Tax Liabilities</u>			
	On difference between book balance and tax balance of fixed assets	(5,364,335)	(6,440,864)	(7,199,614)
	Total Deferred Tax Liabilities	(5,364,335)	(6,440,864)	(7,199,614)
	Net Deferred Tax Assets/(Liabilities)	17,183,860	14,460,091	8,512,438

Note : 8 Inventories

	At Lower of Cost or Net Relisable Value			
1	Raw Material (Green Leaf)	535,920	-	-
2	Finished Goods (Stock of Tea)	8,250,408	11,687,460	12,110,400
3	Stores and Spares	10,867,997	8,173,425	9,151,239
4	Stores in Transit	71,500	-	9,120
	Total	19,725,826	19,860,884	21,270,759

Note : 9 Biological Assets other than Bearer Plants

1	Fair Value of Biological Assets Other than Bearer Plants (Unharvested Tea Leaves)	625,713	495,683	634,548
	Total	625,713	495,683	634,548

Unharvested tea leaves on bushes as on 31st March 2018 was 64,065 kgs (31.03.2017 - 55,353/- kgs, 01.04.2016 - 57,127/- kgs)

Note : 10 Trade Receivables

1	Unsecured, Considered Good			
	Dues outstanding in excess of six months	7,643	3,694	3,658
2	Others	5,072,703	1,601,563	5,283,855
	Total	5,080,346	1,605,257	5,287,513

Note : 11 Cash & Cash Equivalent

1	Cash Balance	105,908	1,270,140	200,660
2	<u>Balances with banks</u>			
	(i) In Current Accounts	423,536	342,388	452,471
	Total	529,444	1,612,528	653,131

Note : 12 Short Terms Loans and Advances

1	Advance Payment of Income Tax & Agriculture Income Tax	1,198,955	1,198,955	1,198,955
2	Sale Tax / VAT Payments / Service Tax / GST	9,612	11,219	8,950.60
3	Advances recoverable in cash or in kind or for value to be received, pending adjustments (Includes Rs.13,76,211/- considered doubtful)	16,616,105	5,366,085	3,384,932
	Total	17,824,672	6,576,259	4,592,837



MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS (Contd.)

Note : 13 Share Capital

(Figures in Rs)

Sl. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 01st April, 2016
1	Authorized Capital			
	Equity shares, Rs.10/- par value 5,00,000 (5,00,000) Equity Shares	5,00,000	5,00,000	5,00,000
	8 % Non Cumulative, Redeemable Preference shares, Rs.10/- par value 1,00,00,000 (1,00,00,000) Preference Shares	100,00,000	100,00,000	100,00,000
		105,00,000	105,00,000	105,00,000
2	Issued, Subscribed & Paid Up Capital			
	Equity Shares, Rs.10/- par value 4,80,000 (4,80,000) Equity Shares	4,80,000	4,80,000	4,80,000
	Total	4,80,000	4,80,000	4,80,000

The Equity Shares having par value of Rs.10/- per share. Each holder of Equity Shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees.

In the event of liquidation of the company, the holders of Equity Shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the Shareholders

Reconciliation of the number of shares outstanding:

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 01st April, 2016
Equity Shares			
Number of shares at the beginning of the year	480,000	480,000	480,000
Add: Shares issued during the year	-	-	-
Number of shares at the closing of the year	480,000	480,000	480,000
Preference Shares			
Number of shares at the beginning of the year	10,00,000	10,00,000	10,00,000
Add: Shares issued during the year	-	-	-
Number of shares at the closing of the year	10,00,000	10,00,000	10,00,000

Details of shares held by each shareholder holding more than 5% shares

Sl. No.	Name of Share Holders	As at 31st March, 2018 Total No. of Shares	As at 31st March, 2017 Total No. of Shares	As at 01st April, 2016 Total No. of Shares
Equity Shares of Rs.10/- Each Fully Paid				
1	Winsome Holdings & Investments Ltd.	1,72,000 (35.83%)	1,72,000 (35.83%)	1,72,000 (35.83%)
2	Swift Builders Ltd.	84,500 (17.60%)	84,500 (17.60%)	84,500 (17.60%)
3	Crickxon Trade & Exports Pvt. Ltd.	24,825 (5.17%)	24,825 (5.17%)	24,825 (5.17%)
4	Smt. Pushpa Bagrodia	27,150 (5.66%)	27,150 (5.66%)	27,150 (5.66%)



MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS (Contd.)

Note : 14 Other Equity

(Figures in Rs)

Sl. No.	Particulars	Security Premium Reserve	General Reserve	Retained Earnings	Total
1	As at 01st April, 2016	6,000,000	22,500	(79,380,250)	(73,357,750)
	Profit for the year	-	-	(11,342,773)	(11,342,773)
	Other Comprehensive Income	-	-	(2,490,268)	(2,490,268)
2	As at 31st March, 2017	6,000,000	22,500	(93,213,291)	(87,190,792)
	Profit for the year	-	-	(10,579,936)	(10,579,936)
	Other Comprehensive Income	-	-	109,563	109,563
	As at 31st March, 2018	6,000,000	22,500	(103,683,664)	(97,661,165)

Note : 15 Long Term Borrowings

(Figures in Rs)

Sl. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 01st April, 2016
1	a) Secured			
	(i) From Tea Board of India Plantation Loan under SPTF Scheme	462,508	578,135	693,762
	(ii) From Kotak Mahindra Bank (Car Loan)	2,479,196	-	-
	Less: Transferred to Current Borrowings	(518,324)		
	a) Nature of Security			
	Car Loan from Kotak Mahindra Bank			
	b) Terms of Repayment			
	Principal Amount Rs. 29,16,157/-.			
	Repayment started from June'17 in 60 equal installments.			
	b) Unsecured			
	i) Loan From Related Parties	5,900,000	6,476,083	34,150,814
	ii) Inter Corporate Borrowings	149,500,000	128,200,000	88,250,000
	c) 8% Non Cumulative Redemable Preference Share (Transferred from Ind AS due to classification as Financial Liability)	100,000,000	100,000,000	100,000,000
	Total	257,823,380	235,254,218	223,094,576

****Nature of Security**

Loan from Tea Board is secured by hypothecation of tea crops and mortgage of title deeds of Tea Estate (2nd Charge)

Repayment Profile

SPTF Loan

1-2 Years	2-3 Years	3-4 Years	Beyond 4 years
1,15,627/-	1,15,627/-	1,15,627/-	1,15,627/-

Note : 16 Employee Benefit Obligation

(Figures in Rs)

Sl. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 01st April, 2016
1	Employee Benefit Obligation	6,205,705	6,434,223	1,591,426
	Total	6,205,705	6,434,223	1,591,426



MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS (Contd.)

(Figures in Rs)

Sl. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 01st April, 2016
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Note : 17 Short Term Borrowings

	<u>Secured</u>			
	Cash Credit from UCO Bank	25,035,461	29,257,348	18,519,444
	Cash credits from bank is secured by hypothecation of green tea leaf , before and after plucking, teas in process, finished tea in stock/transit or tea lying with brokers , trade receivables and by way of equitable mortgage of immovable properties and machinaries of tea estate as collateral security and further guaranteed by an ex-director. .			
	Total	25,035,461	29,257,348	18,519,444

Note : 18 Trade Payables

1	Micro , Small and Medium Enterprises	-	-	-
2	Others	15,843,104	13,523,561	13,368,500
	Total	15,843,104	13,523,561	13,368,500

Note : 19 Other Financial Liabilities

1	Interest on unsecured loan	11,783,471	10,399,214	6,836,854
	Total	11,783,471	10,399,214	6,836,854

Note : 20 Other Current Liabilities

1	Term Loan due with in one year (Car Loan from Kotak Mahindra Bank)	518,324	-	-
2	Creditors for Expenses (Refer Note No. 48)	12,743,543	8,618,528	8,830,286
3	Other Expenses	7,464,557	939,505	1,352,285
	Total	20,726,424	9,558,033	10,182,571

Note : 21 Short Term Provisions

1	Provision for Bonus	11,102,673	10,739,510	9,157,802
	Total	11,102,673	10,739,510	9,157,802



MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS (Contd.)

Note : 22 Revenue from Operations

(Figures in Rs)

Sl. No.	Particulars	For the year ended 31st Mar '2018	For the year ended 31st Mar '2017
1	Sales of Finished Tea	253,965,300	217,157,929
	Less: Excise duty	156,483	726,023
		253,808,817	216,431,906
2	Sale of tea waste	658,000	309,000
	Total	254,466,817	216,740,906

Note : 23 Other Income

1	Liabilities no longer required written back	951,500	14,290
2	Hire Charges	39,000	156,000
3	Misc. receipts	56,034	26,728
	Total	1,046,535	197,018

Note : 24 Change in Inventories

1	Opening Stock	11,687,460	12,110,400
2	Closing Stock	8,250,408	11,687,460
	Total	3,437,051	422,940

Note : 25 Change in value of Raw Material

1	Opening Stock	-	-
2	Closing Stock	535,920	-
	Total	(535,920)	-

Note : 26 Change in Value of Green Leaf (Biological Asset)

1	Opening Stock	495,683	634,548
2	Closing Stock	625,713	495,683
	Total	(130,030)	138,865

Note : 27 Employment Benefit Expenses

1	Salaries and Wages	84,105,001	70,271,918
2	Contributions to Provident and Other Funds	8,337,552	7,647,309
3	Staff Welfare Expenses	8,912,471	9,118,507
	Total	101,355,024	87,037,734

Note : 28 Financial Cost

1	<u>Interest on Bank / Financial Institutions</u>		
	To Bank (Cash Credit)	2,193,657	2,012,459
	To Others	21,378,174	18,104,051
	Total	23,571,831	20,116,510



MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS (Contd.)

(Figures in Rs)

Sl. No.	Particulars	For the year ended 31st Mar '2018	For the year ended 31st Mar '2017
Note : 29 Other Expenses			
	Consumption of Stores & Spares	9,092,070	8,840,622
	Power & Fuel	27,577,402	24,665,773
	Repairs to Building	1,360,701	1,209,745
	Repairs to Machinery	4,634,756	3,303,935
	Other Repairs	168,033	124,063
	Carriage Inward	785,175	1,934,929
	Cess on Green Leaf	1,474,509	1,448,429
	Professional Fees	623,750	727,308
	Insurance Charges	723,789	681,145
	Rates & Taxes	618,334	624,252
	Rent	210,000	741,000
	Vehicle Running & Maintenance Charges	1,977,171	1,868,064
	Travelling Expenses	2,550,513	3,920,349
	Selling Commission & Brokerage	2,558,179	2,494,910
	Freight & Other Selling Expenses	6,602,814	3,729,085
	Miscellaneous Expenses	4,928,111	4,419,682
	Payment to Auditor	161,500	115,000
		66,046,808	60,848,292
	<u>Payment to Auditor</u>		
	As Auditors		
	Statutory Audit Fees	100,000	86,250
	Tax Audit Fees	25,000	28,750
	In Other Capacity		
	Other Services	36,500	-
		161,500	115,000.00



MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS (Contd.)

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
30 Contingent Liabilities (Not Provided for)			
In respect of Income tax Demand under appeal	205,660	205,660	205,660

31 Related Party Disclosure under Accounting Standard-18

A) Name and nature of relationship of the related party

Key Managerial Personnel	Sanjay Agarwal (Managing Director) Mr. Kurush Nauzer Nowrojee Mr. Sravan Kumar Kothari (Chief Financial Officer) Mrs. Punam Kumari Sharma (Company Secretary)
Relatives of Key Management Personnel	Mrs. Mukul Agarwal
Group Companies	Swift Builders Ltd. Winsome Tea Plantations Pvt. Ltd. Whispering Resorts Pvt. Ltd. Crickxon Trade & Exports Pvt. Ltd. Winsome Holdings & Investments Ltd

Note: Relied upon as identified by the management.

B) Details of related party transactions during the year 01 April 2017 to 31 March 2018 and balances outstanding as at 31 March'18:

Particulars	Key Managerial Personnel	Company in which director is interested	Total
Transaction during the year			
Salaries	3,003,400	-	3,003,400
	(4,680,366)	-	(4,680,366)
Store Item received	37,513	-	37,513
	(-)	-	(-)
Rent Paid	210,000	-	210,000
	(210,000)	-	(210,000)
Interest Paid	-	772,405	772,405
	-	(1,776,548)	(1,776,548)
Loan Taken	-	23,400,000	23,400,000
	-	(26,800,000)	(26,800,000)
Loan Repaid	-	22,500,000	22,500,000
	-	(53,800,000)	(53,800,000)
Hire Charges Received	39,000	-	39,000
	(156,000)	-	(156,000)
Balances outstanding at the end of the year			
Investments	6,246,263	-	6,246,263
	(1,126,263)	-	(1,126,263)
Payable	127,500	-	127,500
	(195,000)	-	(195,000)
Receivable	118,115	-	118,115
	(41,602)	-	(41,602)
Loans Taken	6,594,551	-	6,594,551
	(6,476,083)	-	(6,476,083)
Previous year's figures are given in brackets. The details of related party transactions have been given on the basis of information provided by the Management.			



MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS (Contd.)

- 32 The Company is engaged in the business of integrated activities of manufacture and sale of black tea, predominantly in the domestic market. Hence, there is no reportable segment as per Ind AS-108 on "Segment Reporting" issued by "The Institute of Chartered Accountants of India".
- 33 There are no transaction (other than transactions with related parties as given in Note 30 (B)) which are required to be disclosed under Clause 32 of the listing agreement with the Stock Exchanges where the Equity Shares of the Company are Listed.
- 34 Provision for doubtful debt has not been made in following cases as in the opinion of management book debts are considered good and fully recoverable.
- | | |
|----------------------|---|
| a) Doubtful Advances | Rs. 13,76,211/-
(PY Rs. 13,76,211/-) |
| b) Doubtful Deposit | Rs. 1,30,911/-
(PY Rs. 1,30,911/-) |
- 35 In previous years accounting policy followed by company in respect Employee Benefit Obligation (gratuity fund) was only by recognising contribution made to fund.
However, from the current FY 17-18, along with contribution made to fund, also liability for unpaid contribution is recognised in Statement of Profit & Loss and total liability as at 31st March, 2018 as per actuarial report has been recognised in Balance Sheet.
Effect of which has been considered from 01st April, 2016 as company is in adoption for first time Ind AS.
- 36 Total expenditure incurred on travelling in Foreign Currency is Rs.10,68,143/- (PY Rs. 13,24,842/-).
The earnings in Foreign Exchange was Rs. NIL (Previous Year Rs. NIL)
- 37 The Company has not received any memorandum as required to be filed by the suppliers with the notified authority under Micro, Small and Medium Enterprises Development Act, 2006 for claiming their status as micro, small and medium enterprises. Therefore, there is no due outstanding to micro, small and medium enterprises as at 31.03.2018. (Previous year- Nil)



MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS (Contd.)

38 Defined Contribution Plan

Contribution to Defined Contribution Plan namely Provident Fund is made by both the employer and employees. Total Employer Contribution recognised as expense for the year amounts to Rs.52,40,624/- (P.Y.Rs.51,19,340/-).

Defined Benefit Plan

(Figures in Rs)

	Change of Benefit Organisation	Gratuity	
		2017-18	2016-17
		Funded	
I.	Liability at the beginning of the year	30,926,833	26,535,335
	Interest Cost	2,257,659	2,069,756
	Current Service Cost	1,802,681	1,551,063
	Past Service Cost (Non Vested Funds)	-	-
	Past Service Cost (Vested Funds)	-	-
	Benefit Paid	(820,311)	(2,874,875)
	Actuarial (Gain) / Loss on Obligation	(37,264)	3,645,554
	Curtailments and Settlements	-	-
	Liability at the end of the year	34,129,598	30,926,833
Fair Value of Plan Assets			
II.	Fair Value of Plan Assets at the beginning of the year	24,492,610	24,943,909
	Investment Income	1,787,961	1,945,625
	Expected Return on Plan Assets	48,132	69,638
	Contributions	2,415,501	408,313
	Benefit Paid	(820,311)	(2,874,875)
	Actuarial Gain / (Loss) on Plan Assets	-	-
	Fair Value of Plan Assets at the end of the year	27,923,893	24,492,610
	Total Actuarial (Gain) / Loss to be Recognised	(37,264)	3,645,554
Actual Return on Plan Assets			
III.	Expected Return on Plan Assets	48,132	69,638
	Actuarial (Gain) / Loss on Plan Assets	-	-
	Actual Return on Plan Assets	48,132	69,638
Amount Recognised in the balance Sheet			
IV.	Liability at the end of the year	(34,129,598)	(30,926,833)
	Fair Value of Plan Assets at the end of the year	27,923,893	24,492,610
	Fund Status [Surplus / (Deficit)]	(6,205,705)	(6,434,223)
	Unrecognised Past Service Cost	-	-
	Amount Recognised in the Balance Sheet [Asset / (Liability)]	(6,205,705)	(6,434,223)



MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS (Contd.)

V.	Expenses Recognised in the Income Statement		
	Current Service Cost	1,802,681	1,551,063
	Past service cost	-	-
	Loss / (Gain) on settlement	-	-
	Net Interest Income / (cost) on the Net Defined Benefit Liability (Asset)	469,698	124,131
	Past Service Cost (Non Vested Benefit) Recognised	-	-
	Past Service Cost (Vested Benefit) Recognised	-	-
	Effect of Curtailment or settlement	-	-
	Curtailments and Settlements	-	-
	Expenses Recognised in the Profit and Loss Account	2,272,379	1,675,194
	Other Comprehensive Income		
	<u>Actuarial (Gain) / Losses due to</u>		
	- Change in demographic assumptions	-	-
	- Change in financial assumptions	1,474,921	1,008,634
	- Experience Variance (i.e Actual experience vs assumptions)	(1,512,185)	2,636,920
	- Others	-	-
	Return on plan assets, excluding amount recognised in net interest expense	(48,132)	(69,638)
	Remeasurement (or Actuarial (gain)/ loss) arising because of change in effect of asset celling	-	-
	Components of defined benefit costs recognised in Other Comprehensive Income	(85,396)	3,575,916
VI.	Balance Sheet Reconciliation		
	Opening Net Liability	6,434,223	1,591,426
	Expense recognised in Income Statement	2,272,379	1,675,194
	Expense recognised in Other Comprehensive Income	(85,396)	3,575,916
	Employers Contribution	(2,415,501)	(408,313)
	Effect of Curtailment or settlement	-	-
VII.	Amount Recognised in the Balance Sheet [Liability / (Asset)]	6,205,705	6,434,223
	Actuarial Assumption		
	Discount Rate Current	7.70%	7.30%
	Attrition Rate	2.00%	2.00%
	Salary Escalation Current	6.00%	5.00%

The present value of obligation for gratuity and leave encashment is determined based on actuarial valuation using the Projected Unit Credit Method. The estimates of future salary increase, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply & demand in the employment market.



MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS (Contd.)
Note No. 39 Fair Value Measurements

(Figures in Rs.)

Financial Instruments by Category									
Particulars	31st March 2018			31st March 2017			01st April 2016		
	FVPL	FVOCI	Amortised Cost	FVPL	FVOCI	Amortised Cost	FVPL	FVOCI	Amortised Cost
Financial Assets									
Investments									
Equity Instruments	-	6,221,138	-	-	1,101,138	-	-	1,101,138	-
Trade Receivables									
Cash and cash equivalents	-	-	529,444	-	-	1,612,528	-	-	653,131
Security Deposit	-	-	6,937,662	-	-	6,937,662	-	-	7,092,487
Loans and advances	-	-	17,824,672	-	-	6,576,259	-	-	4,592,837
Total Financial Assets	-	6,221,138	25,291,778	-	1,101,138	15,126,449	-	1,101,138	12,338,455
Financial Liabilities									
Borrowings	-	-	270,125,175	-	-	245,653,432	-	-	229,931,430
Trade Payables	-	-	15,843,104	-	-	13,523,561	-	-	13,368,500
Employee Benefit Obligation	-	-	6,205,705	-	-	6,434,223	-	-	1,591,426
Total Financial Liabilities	-	-	292,173,984	-	-	265,611,216	-	-	244,891,356

(i) Fair Value Hierarchy

(a) Financial Instruments

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value (b) measured at amortised cost and for which fair value are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Figures in Rs.

Financial assets measured at fair value- recurring fair value measurements at 31st March 2018	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Financial Investment at FVOCI					
Unquoted Equity Investment	4	-	-	6,221,138	6,221,138
Total Financial Asset		-	-	6,221,138	6,221,138

Figures in Rs.

Financial assets measured at amortised cost for which fair values are disclosed at 31st March 2018	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Security Deposit	6	-	-	6,806,751	6,806,751
Loans and advances	12	-	-	16,448,461	16,448,461
Total Financial Asset		-	-	23,255,212	23,255,212

Figures in Rs.

Financial assets measured at fair value- recurring fair value measurements at 31st March 2017	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Financial Investment at FVOCI					
Unquoted Equity Investment	4	-	-	1,101,138	1,101,138
Total Financial Asset		-	-	1,101,138	1,101,138



MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS (Contd.)

Figures in Rs.

<i>Financial assets measured at amortised cost for which fair values are disclosed at 31st March 2017</i>	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Security Deposit	6	-	-	6,806,751	6,806,751
Loans and advances	12	-	-	5,200,048	5,200,048
Total Financial Asset		-	-	12,006,799	12,006,799

Figures in Rs.

<i>Financial assets measured at fair value- recurring fair value measurements at 01st April 2016</i>	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Financial Investment at FVOCI					
Unquoted Equity Investment	4	-	-	1,101,138	1,101,138
Total Financial Asset		-	-	1,101,138	1,101,138

Figures in Rs.

<i>Financial assets measured at amortised cost for which fair values are disclosed at 01st April 2016</i>	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Security Deposit	6	-	-	6,961,576	6,961,576
Loans and advances	12	-	-	3,216,626	3,216,626
Total Financial Asset		-	-	10,178,202	10,178,202

(b) Biological asset other than bearer plant

This section explains the judgements and estimates made in determining the fair values of the biological assets other than bearer plants that are recognised and measured at fair value in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its biological assets other than bearer plants into level 2 in the fair value hierarchy, since no significant adjustments need to be made to the prices obtained from the local markets.

Figures in Rs.

<i>Biological assets other than bearer plants for which fair value (less cost to sell) are disclosed at 31st March, 2018</i>	Notes	Level 1	Level 2	Level 3	Total
Unharvested Tea Leaves	9	-	625,713	-	625,713
Total		-	625,713	-	625,713

Figures in Rs.

<i>Biological assets other than bearer plants for which fair value (less cost to sell) are disclosed at 31st March, 2017</i>	Notes	Level 1	Level 2	Level 3	Total
Unharvested Tea Leaves	9	-	495,683	-	495,683
Total		-	495,683	-	495,683

Figures in Rs.

<i>Biological assets other than bearer plants for which fair value (less cost to sell) are disclosed at 01st April, 2016</i>	Notes	Level 1	Level 2	Level 3	Total
Unharvested Tea Leaves	9	-	634,548	-	634,548
Total		-	634,548	-	634,548

Level 1: It includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting date.

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



MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS (Contd.)

Level 3: If one or more of the significant inputs is not based on observable market data, the instruments is included in level 3. This is the case for unlisted equity securities and Other Long Term Receivable.

There are no transfers between level 1, level 2 and level 3 during the year.

Note No. 40 - Financial Risk Management

The Company's activities expose it to market risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance of the Company, the company has risk management policies as described below :-

A) Credit Risk

1) Credit risk refers to the risk of financial loss arising from default / failure by the counterparty to meet financial obligations as per the terms of contract. The Company is exposed to credit risk for receivables and cash and cash equivalents.

Credit risk on receivables is minimum since sales through different mode (eg. auction, private) are made after judging credit worthiness of the customers or advance payment. The history of defaults has been minimal and outstanding receivables are regularly monitored.

2) Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy.

B) Liquidity Risk

1) Liquidity risk refers to the risk that the Company fails to honour its financial obligations in accordance with terms of contract. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions.

2) Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, the Company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Maturities of financial liabilities

The tables below analyse the Company's non derivative financial liabilities into relevant maturity groupings based on their contractual maturities for:

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Figures in Rs.

Contractual maturities of financial liabilities as at 31st March, 2018	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	More Than Five Years	Total
Borrowings (Principal plus interest)	167,701,795	1,292,859	1,014,894	100,115,627	270,125,175
Trade Payables	15,843,104	-	-	-	15,843,104
Total non derivative financial liabilities	183,544,899	1,292,859	1,014,894	100,115,627	285,968,279

Figures in Rs.

Contractual maturities of financial liabilities as at 31st March, 2017	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	More Than Five Years	Total
Borrowings (Principal plus interest)	145,075,297	115,627	346,881	100,115,627	245,653,432
Trade Payables	13,523,561	-	-	-	13,523,561
Total non derivative financial liabilities	158,598,858	115,627	346,881	100,115,627	259,176,993



MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS (Contd.)

Figures in Rs.

Contractual maturities of financial liabilities as at 01st April, 2016	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	More Than Five Years	Total
Borrowings (Principal plus interest)	129,237,668	115,627	462,508	100,115,627	229,931,430
Trade Payables	13,368,500	-	-	-	13,368,500
Total non derivative financial liabilities	142,606,168	115,627	462,508	100,115,627	243,299,930

C) Market Risk

(i) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

However, the company does not operate internationally and is not exposed to foreign exchange risk.

(ii) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. However, the Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(iii) Price Risk

The Company's exposure to equity securities price risk arises from investments held in unquoted shares and classified in the balance sheet as fair value through OCI. The Company is not expecting high risk exposure from its investment in securities.

The table below sets forth the fair value of unquoted investments.

Figure in Rs.

Particulars	31st March 2018	31st March 2017	01st April 2016
Fair Value of unquoted investments	6,221,138	1,101,138	1,101,138

D) Agriculture Risk

Cultivation of tea being an agricultural activity, there are certain specific financial risks. These financial risks arise mainly due to adverse weather conditions, logistic problems inherent to remote areas, and fluctuation of selling price of finished goods (tea) due to increase in supply/availability.

The Company manages the above financial risks in the following manner:

(i) Sufficient inventory levels of agro chemicals, fertilisers and other inputs are maintained so that timely corrective action can be taken in case of adverse weather conditions.

(ii) Slightly higher level of consumable stores viz. packing materials, coal and HSD are maintained in order to mitigate financial risk arising from logistics problems.

(iii) Sufficient working-capital-facility is obtained from banks in such a way that cultivation, manufacture and sale of tea is not adversely affected even in times of adverse conditions.

(iv) Sufficient irrigation facilities are there to cope up with adverse weather condition.



MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS (Contd.)

Note No. 41 - Capital Management

(a) Risk Management

The Company's objectives when managing capital are to

(a) safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and

(b) Maintain an optimal capital structure to reduce the cost of capital

In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Company monitors capital on the basis of net debt to equity ratio and maturity profile of overall debt portfolio of the Company.

Net debt implies total borrowings of the Company as reduced by Cash and Cash Equivalent and Equity comprises all components attributable to the owners of the Company

The following table summarises the Net Debt, Equity and Ratio thereof.

Figure in Rs.

Particulars	Note	31st March 2018	31st March 2017	01st April 2016
Total Debt				
Borrowings - Non Current	14	257,823,380	235,254,218	223,094,576
- Current	17	25,035,461	29,257,348	18,519,444
- Current maturities of long term debt	17	11,783,471	10,399,214	6,836,854
		294,642,312	274,910,780	248,450,874
Less: Cash and Cash Equivalents	10	529,444	1,612,528	653,131
Net Debt		294,112,868	273,298,252	247,797,743
Equity attributable to shareholders		(92,861,165)	(82,390,791)	(68,557,750)
Net Debt to Equity ratio		(3.17)	(3.32)	(3.61)



MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS (Contd.)

42 First time adoption of IND AS

Transition to Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in Note 1 have been applied in preparing the financial statements for the year ended 31st March 2018, the comparative information presented in these financial statements for the year ended 31st March 2017 and in the preparation of an opening Ind AS balance sheet at 1st April 2016 (the Company's date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

A. Reconciliation between previous GAAP and Ind AS

i) Reconciliation of total equity as at 31st March 2017 and 1st April 2016

	Notes to first time adoption	31st March 2017	1st April 2016
Total Equity as per previous GAAP		11,388,464	25,449,658
Adjustments for Impact of Ind AS:			
Effect of changes in value of Finished goods (Tea Stock)	2	184,777	(1,562,967)
Effect of changes in value of Green Leaf	3	495,683	634,548
Effect of Recognition of Depreciation on Bearer Plants	1	(2,485,584)	-
Deferred Tax		14,460,091	8,512,438
Effect of Recognition of Employee Benefit Obligation	4	(6,434,223)	(1,591,426)
Reclassification of 8% Non Cumulative Redemnable Preference Share Capital	5	(100,000,000)	(100,000,000)
Equity under Ind AS		<u>(82,390,791)</u>	<u>(68,557,750)</u>

B. ii) Reconciliation of total comprehensive income for the year ended 31st March 2017

	Notes to first time adoption	31st March 2017
Profit/ (Loss) after tax as per Previous GAAP		(14,061,193)
Adjustments for Impact of Ind AS:		
Effect of changes in value of Finished goods (Tea Stock)	2	1,747,744
Effect of changes in value of Green Leaf	3	(138,865)
Effect of Recognition of Depreciation on Bearer Plants	1	(2,485,584)
Deferred Tax		4,862,005
Income Tax expense		-
Employee Benefit Obligation	4	(1,266,881)
Total Adjustment		<u>2,718,420</u>
Profit after tax as per Ind As		<u>(11,342,773)</u>
Other Comprehensive Income (Effect of reclassification of Acturial {Loss} / Gain through OCI)	4	(2,490,268)
Total Comprehensive Income for the Year		<u>(13,833,041)</u>



MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS (Contd.)

C. Impact of Ind AS adoption on the statements of cash flows for the year ended 31st March 2017

	Previous GAAP	Adjustments	Ind AS
Net cash flow from operating activities	1,396,626	23,524,046	24,920,672
Net cash flow from investing activities	(26,897,135)	154,824	(26,742,311)
Net cash flow from financing activities	26,459,906	(23,678,870)	2,781,036
Net increase/(decrease) in cash and cash equivalents	959,397	-	959,397
Cash and cash equivalents as at 1st April 2016	653,131	-	653,131
Effect of other items	-	-	-
Cash and cash equivalents as at 31st March 2017	1,612,528	-	1,612,528

D. Notes to first time Adoption

Note 1: Depreciation on Bearer Plants

Under the previous GAAP, neither the depreciation has been charged on bearer plants nor loss on disposal has been recognised. Under Ind AS, since bearer plants comes within the ambit of Ind AS 16 "Property, Plant and Equipment" depreciation and loss on disposal is being provided on bearer plants. Consequent to the above change profit for the year ended 31st March 2017 has decreased by Rs 24,85,584/- with corresponding decrease in balance of bearer plants.

Note 2: Inventories

Finished Goods : Under previous GAAP, tea stock has been valued at the lower of cost and net realizable value. Cost of inventories comprise all costs of purchase/production of green leaf, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Under Ind AS, cost of inventories comprise cost of purchase of green leaf, fair value of green leaf at the time of harvest less cost to sell and other costs incurred in bringing the inventories to their present location and condition. Consequent to this change, inventory of finished goods as on 1st April 2016 has decrease by Rs 15,62,967/- with corresponding decrease in equity. However, Inventories as on 31st March 2017 had increased by Rs 1,84,777/- lakhs with corresponding increase in equity.

Note 3: Biological Assets (i.e. unplucked leaf on tea bushes)

Under previous GAAP, biological assets i.e. unplucked leaf on tea bushes has neither been valued nor recognised in the accounts. Under Ind AS, unplucked leaf on tea bushes has been measured at its fair value less cost to sell. Consequent to this change, inventory of biological assets as on 1st April 2016 has increased by Rs.6,34,548/- with corresponding increase in equity. However, inventory of biological assets as on 31st March, 2017 has increased by Rs. 4,95,683/- with corresponding increase in equity.

Note 4: Remeasurements of post employment benefit obligations

a) Under Ind AS, impact of Ind AS - 19 Employee Benefit Obligation is mandatory to reflect in Balance Sheet, due to which equity has decreased by Rs. 15,91,429/- as at 01st April, 2016 and Rs. 64,34,223/- as at 31st March, 2017.

b) Under Ind AS, remeasurements of defined benefit plans i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of the statement of profit and loss.

As a result of this change, the loss for the year ended March 31, 2017 increased by Rs. 24,90,268/-.



MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS (Contd.)

Note 5: Reclassification of 8% Non Cumulative Redemnable Preference Share Capital

Under Ind AS a financial liability is defined as contractual obligation to deliver cash or other assets to another entity to exchange financial asset / liabilities under potentially unfavourable condition. Accordingly 8% Non Cumulative Redemnable Preference Share has fixed obligation to be redeemed at the end of redemption period at par value.

Note 6: Retained Earnings

Retained earnings as at 1st April, 2016 has been adjusted consequent to the above Ind AS transition adjustments.

43 Basic and Diluted Earnings per share:

Particulars	(Figures in Rs)	
	For the Year ended 31st March 2018	For the Year ended 31st March 2017
Basic & Diluted		
Net Profit /(Loss) for the year from operations attributable to the equity shareholders (Figures in Rs.)	(10,579,936)	(11,342,773)
Weighted average number of equity shares	480,000	480,000
Par value per share (figures in Rs.)	10.00	10.00
Basic and Diluted Earning per share (figures in Rs.)	(22.04)	(23.63)

44 Raw material consumed

Particulars	For the Year ended 31st March 2018	For the Year ended 31st March 2017	For the Year ended 31st March 2016
Green leaf plucked and consumed (kgs.)*	6,949,068	6,597,869	6,119,384

Includes bought leaf 32,62,797 kgs. (PY: 29,76,797 kg.)

*Green leaf plucked (being raw material consumed) were harvested in the Company's own estate as agricultural produce involving integrated activities of nursery, cultivation, growth, etc and utilized in the manufacture of tea and their values at the intermediate stage could not be ascertained.

- 45 The company has issued 1,00,00,000 8% non cumulative redeemable preference shares of the face value of Rs. 10/- each aggregating to Rs. 10,00,00,000/- in the year 2013. These preference shares are redeemable at the face value in year 2023. However, holders can exercise right to redemption after five year. They have preferential right to receive dividend over equity shareholders. The company due to losses has not given any dividend. As per Ind AS 32 Financial Instruments: Presentations, 8% non cumulative redeemable preference shares aggregating to Rs. 10,00,00,000/- have been classified as borrowing.

- 46 The company has filed petition in National Company Law Tribunal (NCLT) for reduction in face value of Rs. 10/- per preference share to Re. 1/- per preference share, which will reduce preference shares to Rs. 1,00,00,000/- from Rs. 10,00,00,000/- and reduce accumulated losses by Rs. 9,00,00,000/-. The same has been approved in the annual general meeting of members of the company held on dated 10th July, 2017 by special resolution and accepted by preference shareholders. The effect of reduction in preference shares is not given as the matter is pending at National Company Law Tribunal (NCLT).



MANABARRIE TEA COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS (Contd.)

Details of preference shareholders holding more than 5%

Sl. No.	Name of Share Holders	As at 31st March, 2018	As at 31st March, 2017	As at 01st April, 2016
		Total No. of Shares	Total No. of Shares	Total No. of Shares
1	Amar Vanijya Ltd.	5,00,000 (5%)	5,00,000 (5%)	5,00,000 (5%)
2	Crickxon Trade & Exports Pvt. Ltd.	15,00,000 (15%)	20,00,000 (20%)	48,00,000 (48%)
3	Ellora Traders Ltd.	15,00,000 (15%)	15,00,000 (15%)	15,00,000 (15%)
4	Swift Builders Ltd.	7,00,000 (7%)	7,00,000 (7%)	13,00,000 (13%)
5	Topdeal.Agencies Pvt. Ltd.	54,50,000 (54.50%)	49,50,000 (49.50%)	19,00,000 (19%)

- 47 The Company has prepared accounts on going concern basis even though net worth of the company is completely eroded due to reclassification of non cumulative redeemable preference shares aggregating to Rs. 10,00,00,000/-, due to adoption of Indian Accounting Standards notified under section 133 of the Companies Act, 2013. The management is working on restructuring plan and confident to raise from share capital to borrowings as per required funds in near future.
- 48 Rs. 51.20 Lac is included in creditor for expenses shown under other current liability is payable against Investment in Mahanadi Tea Co. Pvt. Ltd.
- 49 Interest has not been provided for 8% Non cumulative redemable preference shares which is shown under borrowings, as the same is under National Company Law Tribunal for reduction in share capital.
The same will be provided in the Financial Year 18-19, after final decision from National Company Law Tribunal.
- 50 The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.
- 51 Figures have been rounded up to the nearest rupee.

Signatories to Note No. 1 to 51


SUNIL OSWAL, FCA, Partner
 Membership No : 071678
 For & On behalf of
DHANDHANIA & ASSOCIATES
 Chartered Accountants
 Registration No. : 316052E
 Place : Kolkata
 Dated : 30th Day of May, 2018

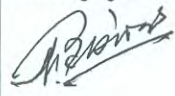


For and behalf of Board of Directors


 Chief Financial Officer


 Managing Director


 Company Secretary


 Director