



**ANNUAL REPORT & ACCOUNTS**  
**2004-2005**

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# BOARD OF DIRECTORS

**18<sup>th</sup>**

Annual Report &  
Accounts 2004-2005

Shir S. L. Agarwalla  
Chairman

## DIRECTORS

Shri S. K. Agarwal  
Shri M. L. Kansal  
Dr. H. P. Bezborah  
Shri Basant Agarwal  
Shri Binod Agarwal  
Shri Sandeep Agarwal  
Shri Kamal Kant Agarwal

## AUDITORS

Manoj Kr. Goyal  
Chartered Accountants  
1st Floor, Commerce Building  
Bidhan Market Road, Siliguri

## BANKERS

State Bank of Mysore  
Punjab National Bank  
Vijaya Bank  
State Bank of Bikaner & Jaipur

## SHARES TRANSFER

DEPARTMENT  
S. K. Computers  
34/1A, Sudhir Chatterjee Street  
Kolkata - 6

## REGISTERED OFFICE

264, M.G. Road  
Siliguri (West Bengal)  
Pin - 734005

## GARDEN & FACTORY

Fatapukur, Dist. Jalpaiguri  
(West Bengal)

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## NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of Members of the Company will be held on Tuesday, the 27th September, 2005 at 10.00 A.M. at the Meeting Hall of Hotel Embassy, Siliguri - 734001 to transact the following business :

### ORDINARY BUSINESS : -

1. To receive, consider and adopt the audited Balance Sheet of the Company at 31st March, 2005 and the profit and Loss Account for the year ended as on that date and the report of the Board of Directors and of the Company's Auditors.
2. To appoint a Director in place of Shri H. P. Bezboorah, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Shri Basant Agarwal, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Binod Agarwal, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint Auditors and fix their remuneration and for this purpose to consider and, if thought fit, to pass the following resolution with or without modification:

"RESOLVED the pursuant to the provisions of section 224 of the Companies Act 1956, M/s. Manoj Kumar Goyal be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the company at a remuneration to be decided mutually between the Board of Directors and the Auditors."

Place : Siliguri  
Date : 8th August, 2005

By Order of The Board  
S. K. Agarwal  
Director

### NOTES :

1. Member entitled to attend and vote at the meeting are entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be a member of the company.
2. A Instrument of proxies in order to be effective must be deposited with the company at its Registered office not less than 48 hours before the commencement of the meeting.
3. The register of members of the Company and Share Transfer Book will remain closed from 16th August 2005 to 19th August 2005 (both days inclusive).
4. The explanatory statement pursuant to the provisions of Sec. 173(2) of the Companies Act. 1956 is Annexed in this notice.
5. Members who have multiple registered folios in identical order on name(s) are requested to write to the Company quoting their Registered Folio No.(s) and enclosing their Share Certificate, for consolidation of all such shareholding into one registered folio to facilitate better service.
6. Members are requested to bring the attendance slip alongwith copies of Annual Reports to the Meeting.



Additional Information required to be furnished under the listing agreement :

As required under the listing agreement, the particulars of Directors who are proposed to be appointed/re-appointed are given below :

1. Name : Sri H. P. Bezboorah  
Age : 60 Years  
Qualification : M. Sc.  
Expertise : Ex-Advisor Tea Research Association,  
Senior Consultant Tea Research  
Other Directorship : Nil
2. Name : Sri Basant Agarwal  
Age : 41 years  
Qualifications : Graduate  
Expertise : In Tea Manufacturing & Plantation since last 18 years.  
Other Directorships : Nil
3. Name : Sri Binod Agarwal  
Age : 51 year  
Qualifications : Graduate  
Expertise : In Tea Manufacture & Plantation Since 28 years  
Other Directorship : Nil



# DIRECTORS REPORT TO THE MEMBERS OF BANSIONS TEA INDUSTRIES LIMITED

Dear Shareholders,

Yours Directors present herewith your Company's Eighteenth Annual Report together with the Audited Accounts for the year ended 31st march 2005.

## Financial Result

(Rupees in Lakhs)

	31/03/05	31/03/04
Net Sales / Income from operations	95.04	41.04
Other Income-Interest (Net)	0.02	0.01
Total Expenditure	86.05	70.83
Gross Profit / (Loss) After Interest but before depreciation and Taxation	9.01	(29.79)
Depreciation	11.28	11.52
Profit/ (Loss) for the year after Depreciation	(2.28)	(41.30)
Profit / (Loss) before Tax	(2.28)	(41.30)
Provision for Taxation	Nil	Nil
Taxation	Nil	Nil
Profit/ (Loss) after Tax	(2.28)	41.30
Paid-Up Equity Share Capital	619.75	619.75
Reserves Excluding Revaluation	5.55	7.83

## MANAGEMENT DISCUSSION AND ANALYSIS:

Pursuant to clause 49 of the Listing Agreement a Management Analysis Report is given below:

### A. INDUSTRY BACKGROUND :

Tea is one of the oldest industries in India started during the British Empire. India is not only the largest producer of tea but is also the largest consumer. Tea is an important industry for India since it earns a substantial amount of foreign exchange by way of exports even though the quantum and value of exports has been coming down over the past few years.

### B. INDUSTRY OUTLOOK :

The Company has a long experience of tea plantation, production and marketing. The availability of land for tea cultivation is limited and not all land is suitable for tea cultivation. The Company has inducted into the Board the well experienced people. Government regulation and control also affect the tea industry., The multiplicity of taxes on the industry also affect



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Directors Report (Contd....)

profitability. Production of tea is highly dependent on climatic and soil conditions. The Government of India is expected to continue to support the industry, which is a major foreign exchange earner.

**C. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :**

The Company has adequate internal control systems commensurate with the size of its operations and for the purpose of exercising adequate controls on the day-to-day operations. Systems are regularly reviewed to ensure effectiveness.

**D. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS :**

During the year there are no material developments in Human Resources. Due to labour problem there was a lock-out during the year.

**OPERATIONS:**

The Company has concentrated its main activities in increasing the tea plantation maintenance of the bushes and tea manufacturing.

**DIVIDEND :**

Due to non-availability of distributable profitability your Directors regret their inability to recommend any dividend in respect of Equity shares for the year under review.

**DIRECTORS :**

In terms of article of Association of your Company read with Section 255 of the companies Act, 1956. Shri H. P. Bezboorah, Basant Agarwal & Binod Agarwal retires at the forthcoming Annual General Meeting, but being eligible offers themselves for reappointment.

**AUDITORS :**

M/s. Monoj Kumar Goyal, Chartered Accountants, Auditors of the Company retire at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment. The Company has received a certificate from the Auditors that they are qualified under section 224(1B) of the Companies Act 1956, to Act as the Auditors of the Company, if re-appointed.

**PERSONNEL :**

None of the employee of the Company is drawing remuneration exceeding the limits specified under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.



Directors Report (Contd.....)

#### PUBLIC DEPOSIT :

Your Company has not accepted any deposit(s) within the meaning of Sec-58A of the Companies Act, 1956 and the rules made thereof.

#### RESPONSIBILITY STATEMENT

*The Directors Confirms,*

1. That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. That the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;
3. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. That the directors had prepared the annual accounts on a going concern basis.

#### SUBSIDIARY :

The Company does not have any subsidiary within the meaning of Sec-4 of the Companies Act, 1956.

#### STATEMENT PURSUANT TO LISTING AGREEMENT

Presently the Company's share are listed at the Stock Exchange Mumbai(BSE), Calcutta Stock Exchange, Madras Stock Exchange and Jaipur Stock Exchange.

#### CORPORATE GOVERNANCE :

Your Company has always been committed to the best practices in the governance of its affairs. The Board is taking efforts to comply the same. Kindly refer to ANNEXURE 'A' to Directors Report. The Auditors Certificate on compliance with the mandatory requirements of Corporate Governance is given in Annexure "A" to this Report.

#### AUDITORS REPORT :

With reference to the observations made by the Auditors in their report, the directors are to state that the notes submitted by the Board as contemplated under section 217(3) of the Companies Act, 1956; forming part of Company's Accounts are self explanatory and therefore do not call for any further clarification.





## Directors Report (Contd.....)

## INFORMATION PURSUANT TO SECTION 217(1)(E) OF THE COMPANIES ACT, 1956

As per sec-217(1)(e) of the Companies Act, 1956 read with the companies Disclosure of Particulars in the Report of Board of Directors Rules, 1988 the relevant data pertaining to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo are setout as hereunder;

PARTICULARS	Year ended 31st March 2005	Year ended 31st March, 2004
	Rs.	Rs.
A. Power & Fuel Consumption		
1. Electricity		
Unit	Nil	Nil
Total Amount (In Lakhs)	Nil	Nil
Rate in (Rs)/ unit	Nil	Nil
2. Own Generation (Estimated)		
Through Diesel Generator (Unit)	Nil	35809
Unit per Ltr. of Diesel oil	Nil	4.37
3. Furnance Oil (Including L.D.O.& Diesel)		
Quantity (Ltrs)	Nil	14853
Total Amount (Rs.)	Nil	210912
Average Rate (Rs.)	Nil	14.20
B. Consumption per unit production :		
Products (with) details unit:		
Electricity	Nil	Nil
Own Generation (D.G. Set)	Nil	4.37
Furnance Oil (Including L.D.O.)(Rs.)	Nil	4.73
Coal (Specified Quality)	Nil	Nil
Other (Specified)	Nil	Nil

## ACKNOWLEDGEMENTS:

Your Directors wish to place on record their appreciation of the continued support rendered by the Shareholders, Bankers, Financial Institution Central & State Government Bodies, Business Consituents, Tea Research Association, Tea Board, Siliguri Tea Auction Committee, Terai Indian Planters Association and Indian Tea Planters Association.

Place : Siliguri  
Date : 8th August, 2005

By Order of The Boad  
S. L. Agarwalla  
Chairman