BANSISONS

TEA INDUSTRIES LTD.

ANNUAL REPORT & ACCOUNTS

2013-2014

27th Annual Report & Accounts 2013-2014

BANSISONS TEA INDUSTRIES LTD.

BOARD OF DIRECTORS

CHAIRMAN
Shri S. L. Agarwalla

DIRECTORS
Shri S. K. Agarwal
Shri L. K. Behani
Dr. H. P. Bezboorah
Shri Gopal Mitruka
Shri Paritosh Ghiraiya
Shri Sandeep Agarwal
Smt Mamy Ghosh

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

BANKERS
State Bank of Bikaner & Jaipur
Bank of India
Axis Bank Ltd.

SHARES TRANSFER DEPARTMENT
S. K. Info Solutions Pvt. Ltd.
34/1A, Sudhir Chatterjee Street
Kolkata - 6

REGISTERED OFFICE
33, M.G. Road
Siliguri (West Bengal)
Pin - 734005

GARDEN
Fatapukur, Dist. Jalpaiguri
(West Bengal)

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NOTICE

Notice is hereby given that the 27th Annual General Meeting of Members of the Company will be held on Tuesday, the 30th September, 2014 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, 2014 and the statement of profit and Loss and cash flow statement 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 S. L. Agarwala , who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Shri Santosh Kr. Agarwal, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Gopal Mitruka, 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 : 4th August, 2014

By Order of The Boad
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 24th Sept. 2014 to 27th Sept. 2014 (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 along with 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 S. L. Agarwal
	Age	:	67 Years
	Qualification	:	B.Com, L.L.B.
	Expertise	:	Accounts & Legal Affairs
	Other Directorship	:	NIL
2.	Name	:	Sri Santosh Kumar Agarwal
	Age	:	61 Years
	Qualifications	:	Graduate
	Expertise	:	Tea Manufacturing & Plantation
	Other Directorship	:	1
3.	Name	:	Sri Gopal Mitroka
	Age	:	40 Years
	Qualifications	:	F.C.A.
	Expertise	:	Accounts
	Other Directorship	:	1

DIRECTORS REPORT TO THE MEMBERS OF BANSISONS TEA INDUSTRIES LIMITED

Dear Shareholders,

Yours Directors present herewith your Company's Twenty Seventh Annual Report together with the Audited Accounts for the year ended 31st March 2014.

Financial Result (Rupees in Lakhs)

Particulars	As at 31st March 2014	As at 31st March 2013
• Net Sales / Income from operations	126.67	95.84
• Other Income Interest (Net)	0.00	0.00
• Total Expenditure	121.35	92.64
• Gross Profit/(loss) after interest but before Depreciation & Taxation	5.31	3.21
• Depreciation	1.77	1.73
• Profit/(loss) for the year after Depreciation	3.55	1.48
• Profit/(loss) before Tax	3.55	1.48
• Provision for Taxation	0.00	0.00
• Current year Taxation	0.11	0.00
• Profit/(loss) after Tax	3.44	1.48
• Paid-up Equity Share Capital	619.75	619.75
• Reserves excluding Revaluation	0.00	0.00

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 planatation, 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 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.

Directors Report (Contd....)

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-today 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.

OPERATIONS:

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

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, Binod Agarwal, Shri Sandeep 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.

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 maintenancee 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 complaince 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.

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;

ACKNOWLEDGEMENTS:

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

Place : Siliguri
Date : 29th August, 2014

By Order of The Boad
Sd. S. L. Agarwalla

Chairman

ANNEXURE - "A" TO DIRECTORS REPORT - CORPORATE GOVERNANCE

1. Board's Philosophy on Corporate Governance

"Corporate Governance is about ethical conduct in business". Ethical leadership is good for business as the organization is seen to conduct its business in line with the expectations of all stakeholders. The Company, BANSISONS TEA INDUSTRIES LIMITED believes in adapting the Best Global Practices in the area of Corporate Governance and follows the principles of full transparency and achieving high level of accountability, efficiency, responsibility and fairness in all areas of operation. Our workplace is committed towards the protection of the stakeholder's viz. shareholders, creditors, investors, customers, employees etc. Our policies consistently undergo improvements keeping in mind our goal of maximization of value of all the stakeholders.

The Board considers itself a Trustee of all Shareholders and acknowledges its responsibilities to the Shareholders' wealth. During the year under review, the Board continued its pursuit of achieving these objectives through the adoption and monitoring of corporate strategies, prudent business plans, monitoring of major risks of the Company's business and ensuring that the Company pursues policies and procedures to satisfy its legal and ethical responsibilities.

2. Board of Directors

(i) Composition:

The Board of Directors provides strategic direction and thrust to the operations of the company. The Board consists of 8 Directors; Mr. S.L. Agarwalla is the Chairman of Board and 4 independent non-executives Directors as on 31st March, 2014. The Board has optimum combination of executive and non-executive Directors and more than one third of the Board comprises of independent Directors.

(ii) Boards Meeting:

During the year the Board of Directors of the company met Eight times on 30.04.2013, 07.05.2013, 02.07.2013, 12.08.2013, 30.09.2013, 13.11.2013, 15.01.2014, 12.02.2014,

(iii) Particulars of Directors and others Directorships and position held in Board committees of the Companies: