62nd ANNUAL REPORT 2007-08





Jay Shree Tea & Industries Limited





JAY SHREE TEA & INDUSTRIES LIMITED 62nd ANNUAL REPORT FOR THE YEAR ENDED 31ST MARCH, 2008

DIRECTORS
Shri B. K. Birla, Chairman
Shri B. M. Khaitan
Shri G. P. Goenka
Shri S. S. Kothari
Shri S. K. Tapuriah
Smt. Jayashree Mohta
Shri Asis Bandyopadhyay
(Nominee of GIPSA)
Shri D. M. Jain
(Managing Director)

EXECUTIVES

Shri D. P. Maheshwari
Senior President
Shri R. K. Ganeriwala
President & Secretary
Shri S. Basu
President (Tea Marketing & Exports)
Shri P. K. Agrawal
President (Darjeeling

& Dooars Tea Estates)
Smt. Sangeeta Kichlu
Vice President (Tea Exports)
Shri H.G. Singh
Vice President

Vice President (Upper Assam Gardens) Shri B.K. Chaturvedi Vice President (Taxation)

SOLICITORS

Messrs Khaitan & Co., 9, Old Post Office Street, Kolkata - 700 001

AUDITORS

Messrs Singhi & Co., 1-B, Old Post Office Street, Kolkata - 700 001

BRANCH AUDITORS

Messers Salarpuria Jajodia & Co., 7, Chittaranjan Avenue, Kolkata - 700 072

BANKERS

State Bank of India
UCO Bank
HDFC Bank Ltd.
Indian Overseas Bank Ltd.
ICICI Bank Ltd.
IndusInd Bank Ltd.
Axis Bank Ltd.
Union Bank of India
Kotak Mahindra Bank Ltd.

REGISTRARS

M/s. Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata - 700 001

Ph.: 91(033)2243-5029/5809 Fax: (033)22484787 E-mail: mdpl@cal.vsnl.net.in

SHARE DEPTT.

"Industry House" (15th Floor)
10, Camac Street,
Kolkata - 700 017
Ph.: (033)22827531/4
Fax: (033)22827535
E-mail: rkg@jayshreetea.com

STOCK EXCHANGES WHERE SHARES ARE LISTED

The National Stock Exchange of India Ltd.
Bombay Stock Exchange Ltd.

The Calcutta Stock Exchange Association Ltd.

AUDIT COMMITTEE

Shri S.S. Kothari (Chairman) Shri S.K. Tapuriah Shri Asis Bandyopadhyay

SHAREHOLDERS'/ INVESTORS GRIEVANCES COMMITTEE

OUNIVITTEE

Shri S.K. Tapuriah (Chairman) Shri S.S. Kothari

Shri S.S. Kothari Shri Asis Bandyopadhyay

REMUNERATION COMMITTEE

Shri B.M. Khaitan (Chairman)

Shri S.S. Kothari Shri S.K. Tapuriah

REGISTERED & HEAD OFFICE

"Industry House", (15th Floor),

10, Camac Street, Kolkata - 700 017

Phone: (033) 22827531-34 Fax: 22827535 Website: www.jayshreetea.com E-mail: birlatea@giascl01.vsnl.net.in

MUMBAI OFFICE

Embassy Centre, Nariman Point,

Mumbai - 400 021

Phone: (022) 22830915/22823474 Fax: 22873045

AHMEDABAD OFFICE

101, Sheel Building, 4 Mayur Colony, Navrangpura,

Ahmedabad - 380 009

Phone: (079) 26565371 / 26430511

NEW DELHI OFFICE

B-205/7, 2nd Floor, DDA Community Centre, R.G. Complex, Motia Khan, Pahargunj

New Delhi - 110 055

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CONTENTS

Notice	2
Management's Discussion & Analysis	
Corporate Governance Report	
Shareholders' Information	
Report of the Directors	. 14
Financial Highlights for last 5 years	. 22
Statement relating to Subsidiary Companies	. 24
Auditors' Report	. 25
Balance Sheet & Profit & Loss A/c	. 28
Cash Flow Statement	. 30
Schedules to Accounts	. 32
Balance Sheet Abstract &	
General Business Profile	. 56
Auditors' Report on	
Consolidated Financial Statements	. 57
Consolidated Balance Sheet &	
Profit & Loss A/c with subsidiaries	. 58
Consolidated Cash Flow Statement	. 60
Schedules to Consolidated Balance Sheet &	
Profit & Loss A/c	62
Segment wise Information	80

MANAGEMENT'S DISCUSSION AND ANALYSIS

OVERVIEW

Indian Tea production in 2007 was lower at 945 m.kgs. compared to 956 m.kgs. in 2006 i.e. a decrease of 11 m.kgs. The world crop was higher by around 52 m.kgs. mainly due to increase in crop in Kenya. Your Company produced 184.99 lac kgs. tea against 197.94 lac kgs. last year. The company produced lower quantity of tea from bought leaf as the prices of bought leaf was unremunerative. Your Company's initiatives helped in increasing the export by around 19.87% in value terms and 27.82% in quantity terms.

SEGMENT ANALYSIS AND REVIEW

The Company is engaged in the manufacture of tea, chemicals & fertilisers, besides tea warehousing and investment activities. The core business of the Company is TEA. This accounts for 74.63% of gross turnover during 2007-08. The other segments i.e. Chemicals & Fertilisers account for 24.55% and others 0.82% of the gross turnover.

TEAYour Company's districtwise production compared to All India production is enumerated below:

(Quantity in million kgs.)

	Tea Manufactured	by the Comp	any	All India	Production*		
District	(April to	March)	Increase/	(Jan. to	December)	Incre	ase/
	2007-2008 **	2006-07 **	Decrease %	2007	2006	Decrea	se %
Cachar	7.44	6.72	(+) 10.71	49.38	45.47	(+)	8.60
Assam Valley	5.91	7.71	(-) 23.34	430.55	438.18	(-)	1.74
Total Assam	13.35	14.43	(-) 7.48	479.93	483.65	(-)	0.77
Darjeeling	0.96	1.00	(-) 4.00	11.36	11.73	(-)	3.15
Dooars	0.66	0.67	(-) 1.49	142.14	144.54	(-)	1.66
Terai	1.65	1.67	(-) 1.20	77.94	77.01	(+)	1.21
Total West Bengal	3.27	3.34	(-) 2.10	231.44	233.28	(-)	0.79
Others	-	_		13.33	12.68	(+)	5.13
Total North India	16.62	17.77	(–) 6.47	724.70	729.61	(-)	0.67
Tamilnadu	1.88	2.02	(-) 6.93	153.13	152.27	(+)	0.56
Kerala	_	_		61.83	68.76	(-)	10.08
Karnataka	_	_		5.02	5.26	(-)	4.56
Total South India	1.88	2.02	(-) 6.93	219.98	226.29	(-)	2.79
Total Production	18.50	19.79	(-) 6.52	944.68	955.90	(-)	1.17

^{*} All India figures on calendar year basis and estimated for 2007.

Districtwise price realised by the Company for own produce compared to previous year is as under :

(Quantity in million kgs.)

	This	s year	Dist.	Previo	ous year	Dist.
Tea Areas	Qnty.	Rate	Average	Qnty.	Rate	Average
		Rs.P.	Rs.P.		Rs.P.	Rs. P.
Cachar	7.33	67.36	59.92	6.85	64.36	57.69
Assam	5.77	89.54	73.44	7.69	79.61	73.67
Darjeeling	0.93	245.13	154.72	0.95	232.37	155.28
Dooars / Terai	2.23	74.94	65.57	2.27	70.16	65.56
South India	1.89	65.23	50.91	2.22	61.31	52.55
	18.15	84.23		19.98	78.57	



^{**} The above production includes tea manufactured from bought leaf.

Jay Shree Tea & Industries Limited

OUTLOOK

The domestic demand for teas is increasing year after year. In absence of any carry forward stock in the current year market should start with strong note. The production of orthodox teas is increasing because of strong enquiries from overseas buyers. This shift in production pattern will tighten availability of CTC Tea in the market and should boost up prices with Kenyan political imbroglio, the export demand should also improve. So after a long period of diminishing return, we can look forward to the future with renewed optimism.

CHEMICALS & FERTILISERS

REVIEW OF OPERATIONS

At Khardah plant the cost of raw materials and other costs for manufacturing Single Super Phophate are increasing every year, and the issue of rational fixation of subsidy remain unsettled. The future of the industry depends upon the policies of the Central Government for upward revision in subsidy and unless corrective and effective measures are taken, it will be difficult for Super phosphate industry to survive. During the year, the realization from sale of sulphuric acid was better in your Khardah plant and with effective cost control, the profitability was sustained to some extent. In Haryana plant, the prices of sulphuric acid increased and with better inventory management profitability has improved.

OUTLOOK

The concerned authorities of the Govt. of India are aware of the situation of SSP industry and further upward revision in subsidy rate is under consideration of the government. The sooner it is done, it will be better as it will help the industry as well as poor farmers who are dependent on SSP to maintain production and quality of soil.

RISKS AND CONCERNS

- (a) Vagaries of nature on which production depends.
- (b) Emergence of local brand operation.
- (c) Uncertainty of green leaf prices for manufacturing tea from bought leaf.
- (d) Currency movements and foreign exchange risk in relation to export revenue.
- (e) Stiff competition in export with countries having lower cost of production

The Government and the industry are aware of the risks & concerns but till now the measures are not effective enough to bring the tea industry out of trouble.

FINANCIAL REVIEW AND ANALYSIS

The guiding principles of our investment strategies are of prudence. The company continued to manage its treasury to minimise working capital requirement and cost of fund and invested accretion of surpluses in mutual funds under debt and equity schemes. As the market was fluctuating at the end of the year, the returns were not as expected, but were marginal. The investment profile is well balanced and market value of the portfolio should improve in near future. So the investment should give reasonable return in the current year.

INTERNAL CONTROL

The company has laid down policies, guidelines and procedures which form part of its internal control system. The company's internal control systems are periodically tested and supplemented by an extensive programme of internal audit by independent firms of Chartered Accountants. Audits are finalised and conducted based on internal risk assessment. Significant findings are brought to the notice of the Audit Committee of the Board and corrective measures recommended for implementation.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The industrial relation in all tea estates and other units continued to be cordial. The Company carries out various programmes for development of its executives at all levels. During the year the company carried out restructuring exercise at key level for improvement in plantation activities and overall corporate performance.

CAUTIONARY STATEMENT

The statements in the report of the Board of Directors and the Management's Discussion and Analysis report describing the company's projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied since the company's operations are influenced by many external and internal factors beyond the control of the company. Further tea industry depends upon the vagaries of nature and any adverse/ favourable situation can reverse the whole situation.

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CORPORATE GOVERNANCE REPORT

Our pursuit towards achieving good governance is an ongoing process, thereby ensuring transparency, accountability and responsibility in our dealings with people working with it at all levels.

In accordance with revised clause 49 of the Listing Agreement with the Stock Exchanges, the details of Corporate Governance compliance by the Company are as under:

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company is committed to good Corporate Governance and transparency in all its dealings and places emphasis on business ethics, responsible conduct, integrity and accountability. The Company acknowledges the rights of its shareholders to information on performance of the Company. The Company provides information on the performance of the Company and other key events concerning business to its shareholders. The Company strives to achieve business excellence for increasing long term shareholder value, keeping in view the needs and interests of all its stakeholders.

2. BOARD OF DIRECTORS

Composition:

Your Company is having a Non-Executive Chairman. As per modification to existing Clause 49 of the Listing Agreement, atleast one half of the Board should comprise of Independent Directors. Five out of total eight Directors Shri B. M. Khaitan, Shri G.P. Goenka, Shri S.S.Kothari, Shri S.K.Tapuriah and Shri Asis Bandyopadhyay (Nominee of GIPSA) are Independent-Non-Executive Directors. Shri B.K. Birla, Chairman is a Promoter-Non-Executive Director and Smt. Jayashree Mohta is a Non-Executive Director. Shri D.M. Jain, the Managing Director is an Executive Director of the Company.

Membership of other Boards of Directors/ Committee of directors and Attendance record for the Company:

Five Board Meetings were held in 2007-2008 on 27th April, 2007, 28th June, 2007, 26th July, 2007, 31st October, 2007 and 29th January, 2008.

	•						
Directors	Categories of Directors	No. of Board Meetings Attended	Attendance of the last AGM	No. of outside Directorship held	No. of outside Committee Membership held	No. of outside Committee Chairmanship held	No. of Shares held in the company
Shri B.K. Birla (Chairman)	Promoter - Non-Executive	5	Yes	4	-	=	13500
Shri B.M. Khaitan	Independent - Non-Executive	5	Yes	7	-	-	100
Shri G.P. Goenka	Independent - Non-Executive	2	No	8	1	-	300
Shri S.S. Kothari	Independent - Non-Executive	5	Yes	4	3	1	2300
Shri S.K. Tapuriah	Independent - Non-Executive	4	Yes	4	-	-	284
Smt. Jayashree Mohta	Non-Executive	3	Yes	8	_	-	3972
Shri D.K. Pant * (Nominee of GIC) (up to 26.07.07)	Independent - Non-Executive	2	Yes	-	-	-	-
Shri Asis Bandyopadhyay (Nominee of GIPSA)** (w.e.f. 29.01.08)	Independent- Non-Executive	-	-	2	1	-	-
Shri D.M. Jain	Executive - Managing Director	5	Yes	4	-	_	100

^{*} The nomination of Directorship of Shri D. K. Pant (Nominee of GIC) has been withdrawn by GIC vide their letter dated 09.07.2007 which was accepted by the Board of Directors of the company in their meeting held on 26.07.07.

^{**} Shri Asis Bandyopadhyay joined the Board on 29.01.2008 as a nominee of General Insurers' (Public Sector) Association of India.

Jay Shree Tea & Industries Limited

All the Directors affirmed that apart from receiving sitting fees and / or commission in case of profit / or remuneration by the Managing Director, they do not have any pecuniary relationships or transactions with the Company, its promoters, its Directors, its Senior management or its subsidiaries i.e. Birla Tea Ltd. & Jay Shree IT Consultants Ltd., and associates (as defined in AS 23) which might affect independence of directorship in the Company.

3. AUDIT COMMITTEE

The constitution of Audit Committee is as per requirement of Clause 49 of the Listing Agreement.

The Audit Committee comprises of Shri S.S.Kothari, Chairman of the Committee, Shri S.K.Tapuriah, Independent Director, Shri D.K.Pant, the nominee of GIC ceased to be a member of the committee since 26.07.2007 and Shri Asis Bandyopadhyay, nominee Director was inducted in the committee on 25.04.2008 and Shri D.M.Jain, Managing Director of the Company. Shri R.K.Ganeriwala, President & Secretary, the Internal Auditors and Statutory Auditors are permanent invitees to the meeting.

A brief description of the terms of reference of the Audit Committee, which covers the areas mentioned under clause 49 of the Listing Agreement and Section 292A of the Companies Act 1956, is as follows:

- * To review with the management the nature and scope of Internal Audits and approve the Internal Audit plan for the year.
- * To review Internal Audit Reports, to discuss with the Internal Auditors and Management about their findings and to suggest corrective actions to be taken wherever necessary.
- * To review with the Management, Statutory Auditors and Internal Auditors the adequacy of Internal Control Systems.
- * To review the Quarterly and Annual Accounts before submission to the Board.
- * To recommend the appointment, remuneration and removal of Statutory Auditors.
- * To review the Company's financial and risk management policies.
- * To review the financial statement and investment made by the unlisted subsidiary companies.
- * To review statement of significant related party transaction.

Four Meetings of the Audit Committee were held in 2007-2008 on 27th April, 2007, 23rd July, 2007, 31st October, 2007 and 29th January, 2008.

Attendance record of the Audit Committee Meetings.

Name of Directors	No. of Meetings Attended
Shri S.S. Kothari	4
Shri S.K. Tapuriah	4
Shri D.K. Pant	1
Shri D.M. Jain	4

4. DIRECTORS' REMUNERATION COMMITTEE

The Board constituted the Directors' Remuneration Committee on 29th April, 2002.

The Remuneration Committee consists of Shri B.M. Khaitan, Chairman of the Committee, Shri S.S.Kothari and Shri S.K.Tapuriah being Independent Directors. Shri R.K. Ganeriwala, President & Secretary acts as Secretary to this Committee. Terms of reference of this committee include determination of the Company's policy regarding remuneration packages, commission payable to Directors/ Managing Director of the Company and sitting fees and other expenses payable to the Directors for attending meeting of the Board/ or Committee thereof within the limits approved by the shareholders from time to time. The committee had no meeting in the year 2007-2008.



5. REMUNERATION OF DIRECTORS

The details of sitting fees paid to the Directors and salary and perks paid to the Managing Director of the company during the year 2007-2008 are given below:

Name of Directors		Sitting (Rs. in	TOTAL (Rs. in '000)	
		Board Meeting	Committee Meeting	
Shri B.K. Birla		45	_	45
Shri B.M. Khaitan		45	_	45
Shri G.P. Goenka		20	_	20
Shri S.S. Kothari		45	30	75
Shri S.K. Tapuriah		35	30	65
Smt. Jayashree Mohta		30	_	30
Shri D.K. Pant (Nominee of GIC)		15	10	25
		235	70	305
	Salary	Value of perquisites	Retirement Benefits	Total
Shri D.M. Jain	2160	243	486	2889
(Managing Director) Service Contract Notice Period		uncti	on.co	3 years from 29th April, 2005 3 months

6. INVESTORS' / SHAREHOLDERS' GRIEVANCE COMMITTEE

The Investors' / Shareholders' Grievance Committee comprises of Shri S.K. Tapuriah, Chairman of the committee, Shri S.S. Kothari, Independent Director, Shri D.K. Pant, the nominee of GIC ceased to be a member of the committee since 26.07.2007 and Shri Asis Bandyopadhyay, nominee Director was inducted in the committee on 25.04.2008 and Shri D.M. Jain, Managing Director, Shri R.K. Ganeriwala, President & Secretary is the Compliance Officer of the Company. The Company had received 33 complaints from the shareholders and all of them have been resolved. The shares are traded on the Stock Exchanges in compulsory dematerialised form. There are no pending complaints as on 31st March, 2008.

Position of the Shareholders' Complaints received and redressed during the financial year 2007-08.

Types of Grievances	Total Complaints received during the year 2007-08	Total redressed	No. of Complaints pending as on 31.03.2008
Non-receipt of Dividend Warrant	16	16	Nil
Non-receipt of ECS Intimation Letter	4	4	Nil
Non-receipt of Annual Report	13	13	Nil
Total	33	33	Nil

Two Meetings of the Investors' / Shareholders' Grievance Committee were held in 2007-2008 on 27th April, 2007 and 31st October, 2007.



Jay Shree Tea & Industries Limited

Attendance record of the Investors' / Shareholders' Grievance Committee Meetings.

Name of Directors	No. of Meetings Attended
Shri S.S. Kothari	2
Shri S.K. Tapuriah	2
Shri D.K. Pant	1
Shri D. M. Jain	2

7. GENERAL BODY MEETINGS

Following particulars are of the General Meetings held in last three years.

Annual General Meeting

AGM	Year	Venue	Date	Time
Fifty ninth	2004-2005	Kala Kunj 48, Shakespeare Sarani Kolkata-700017	29th June, 2005	10.30 A.M.
Sixtieth	2005-2006	-do-	27th June, 2006	10.30 A.M.
Sixty first	2006-2007	-do-	28th June, 2007	10.30 A.M.

- i) No special resolutions passed in the last three AGMs
- ii) All the resolutions set out in the respective notices were passed by the shareholders
- iii) A court convened Extra-ordinary General Meeting was held at 'Kala Kunj',48,Shakespeare Sarani, Kolkata-700017 on 22nd January, 2008 to approve Scheme of Amalgamation and Arrangement between Birla Tea Ltd., Darjeeling Consolidated Tea Co.Ltd., Marionbarie Tea Co.Ltd., Jay Shree IT Consultants Ltd., and the company.
- iv) For sale/transfer and/or otherwise deal with the Bought Leaf manufacturing factory at Ledo, Mergherita in the state of Assam and Infotech Centre at Kolkata as required u/s.293(1)(a) of the Companies Act, 1956, approval of Shareholders was obtained through Postal Ballot. The Company appointed Shri R.S.Jhanwar, a practicing Chartered Accountant of repute as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

8. DISCLOSURES

- i) There were no materially significant transactions with related parties as defined in Accounting Standard 18, "Related party Transactions" entered into by the Company that may have potential conflict with the interests of the Company at large. The Register of Contracts containing the transactions in which Directors are interested is regularly placed at the Board meetings. Disclosures of transactions with related parties as required under the same Accounting Standard have been incorporated in the notes to the accounts.
- ii) There were no strictures or penalties imposed on the Company by Stock Exchanges or SEBI, or any statutory authority for non-compliance of any matter related to capital markets, during the last three years.
- iii) There is no Whistle Blower mechanism in the Company.
- iv) The Company has complied with all the applicable mandatory requirements and adopted some Non-mandatory requirements stipulated under Clause 49, such as requirements with regard to Remuneration Committee.

9. MEANS OF COMMUNICATIONS

Half-yearly / Quarterly report sent to each household of shareholders	:	No, as the results of the Company are published in Newspapers
Any website, where displayed	:	Yes, at www.jayshreetea.com
Whether, it also displays official news releases; and	:	Yes
The presentations made to institutional investors or the analysts	:	No
Newspapers in which results are normally published in	:	Business Standard / Financial Express (all India edition) Kalantar / Pratidin (Bengal – local edition)
Whether Management Discussion & Analysis Report is a part of Annual Report or not	:	Yes



DECLARATION REGARDING CODE OF CONDUCT

The Board of Directors of Jay Shree Tea & Industries Ltd. at their meeting held on 29.10.2005 laid down a "Code of Conduct" (Code) to be followed by all the members of the Board and senior management personnel of the Company in compliance with the revised Clause 49 of the Listing Agreement with Stock Exchange (s) where the shares of the Company are listed.

The said 'Code' has been circulated to the members of the Board and senior management personnel, who have confirmed compliance of the same for the year ended 31st March, 2008. The said 'Code' is also posted on www.jayshreetea.com, the website of the Company. Based on the above, it is hereby declared that the code has been complied with by all.

Kolkata, 25th April, 2008 For Jay Shree Tea & Industries Limited
D. M. JAIN
Managing Director

AUDITORS' CERTIFICATE OF COMPLIANCES WITH THE CORPORATE GOVERNANCE REQUIREMENT UNDER CLAUSE 49 OF THE LISTING AGREEMENT TO THE MEMBERS OF JAY SHREE TEA & INDUSTRIES LIMITED

We have examined the compliance of Corporate Governance by **Jay Shree Tea & Industries Limited** for the year ended on 31st March, 2008 as stipulated in Clause 49 of the Listing Agreement of the said company with Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the Company for ensuring to compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the Company as per records maintained by the Investor Grievance Committee.

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

For SINGHI & CO.
Chartered Accountants
PRADEEP KUMAR SINGHI
Partner
(Membership No. 50773)

1-B, Old Post Office Street, Kolkata, the 25th Day of April, 2008