

SPBP TEA PLANTATION LIMITED



ANNUAL REPORT 2009-2010

SPBP TEA PLANTATION LIMITED**NOTICE**

NOTICE is hereby given that the Annual General Meeting of the members of SPBP TEA PLANTATION LTD will be held at the Registered Office of the Company at Jaipur Tea Estate, P.O.-Jeypore, Dist.-Dibrugarh, Assam-786 614 on Thursday the 9th September, 2010 at 10.00 A.M. to transact the following business: -

ORDINARY BUSINESS:

1. To consider and adopt the Profit and loss account of the Company for the financial year ended 31st March 2010, the Balance Sheet as on that date and the reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Ramesh Chand who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Gouri Shankar Kejriwal who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors and fix their remuneration.

Head Office:
1, Crooked Lane
Kolkata- 700 069
30th Day of July 2010

By Order of the Board



DHIRENDRA KUMAR
(WHOLETIME DIRECTOR)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT AT THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Monday the 6th September, 2010 to Thursday 9th September, 2010 (both days inclusive)
3. All documents referred in the notice are open for inspection at the registered office of the company between 10.30 A.M. to 1.00 P.M. on all working days up to the day of the Annual General Meeting.

DIRECTORS' REPORT

Your Directors have pleasure in presenting their Annual Report together with Audited Accounts for the year ended 31st March 2010.

FINANCIAL RESULTS	For the year ended 31 st March, 2010 (Rs. in Lacs)	For the year ended 31 st March, 2009 (Rs. in Lacs)
Gross Profit/(Loss) Before Interest, Depreciation and Taxation	124.11	89.57
Less:		
Interest	25.79	39.51
Depreciation	28.71	28.47
Net Profit before taxation	69.61	21.59
Income Tax Expenses		
Less: Provision for Current Tax	11.50	--
Less: Provision for Deferred Tax	13.14	--
Less: Provision for Fringe Benefit Tax	--	0.40
Net Profit After Taxation	44.97	21.19
Add: Earlier Year Tax Adjustments	0.47	--
Net Profit after taxation & extra ordinary items	45.45	21.19
Add/(Less): Profit/(Loss) brought forward from previous year	58.49	37.67
Appropriation	103.93	58.86
Preference Dividend	0.32	0.32
Corporate Dividend Tax	0.05	0.05
Profit Carried to Balance Sheet	103.56	58.49

Dividend:

Your directors do not recommend any equity dividend for the financial year ended on 31. 03. 2010, however the directors will pay the preference dividend.

TURNOVER:

The gross turnover of your Company for the year 2009-10 was Rs.162,664,184, as against Rs.12,09,80,248 for the last year.

PERFORMANCE AND PROSPECTS

Current year was a better year for the tea industry. As mentioned in our last year report - production losses- world wide – further increased. The supply situation of tea was in favour of the producers. Your company was able to substantially increase margin in comparison to the year 1999. Although cost of production increased substantially, on accounts of a very high wage increase and increase in cost of other inputs, these costs were – to a great extent - neutralised by the increased sale price.

In 2010 production in Kenya and Sri Lanka have reverted to their production capability and they have produced much higher quantity of Tea in the current year, compared to the similar period in the year 2009. This increase supply will effect the supply and demand equation for the fiscal 2010-11. We conservatively observe that the margin in the current year would not be as good as in the last fiscal.

WORKERS AND STAFF WELFARE

Considerable sums were spent on maintenance of buildings, hospitals for the workers and for the supply and maintenance of electricity and other facilities for workers welfare.

DIRECTORS

Mr. Ramesh Chand and Mr. Gouri Shankar Kejriwal directors of the Company retire by rotation and being eligible, offers themselves for re-appointment.

Mr. Vijendra Kumar, resigned from the Board with effect from 30.04.2010. Your Directors place on record their appreciation for the valuable services rendered by him during his tenure as Director of the company.

DEVELOPMENT PROGRAMME

The Company continued its modernization programme in the factory and the field.

ENVIRONMENT PROTECTION

The Company has continued its programme of afforestation by planting fuel and other trees on Land, which is available and/or suitable

AUDITORS

M/s. Dhandhanias & Associates, Chartered Accountants, the Auditors of the Company retire pursuant to section 224 of the Companies Act, 1956 and being eligible offer themselves for re-appointment as Auditors of the Company.

The remarks made by the Auditors in their reports are as explained below

Accumulated liability on account of Gratuity

Consistent with the past practice, the liability is being accounted for 'on payment basis'. However, to safeguard the interest of the employees, the company has accumulated funds amounting to Rs.4,43,000/- separately in a separate independent fund and Rs.1,03,11,000/- has not been provided. The management is hopeful to make the provisions of the captioned amount as soon as the financial position of the company improves.

Loans & Advances

Steps are being taken to recover the advances, securities and other deposits. There are chances of recovering them. Therefore no- provisions has been made in the accounts.

COMPLIANCE CERTIFICATE

A Compliance Certificate issued by M/s. Drolia & Company, Practicing Company Secretaries, in terms of proviso to Section 383A(1) of the Companies Act, 1956, is attached to this report.

LISTING FEES

The Company's equity shares are listed at the Calcutta Stock Exchange Association Limited, at 7, Lyons Range, Kolkata-700 001. The payment of Listing Fees for the current period 2010-11 has been paid.

**DISCLOSURE OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE
INCOMES AND OUTGO.**

The information pursuant to Section 217(1)(e) of the Companies Act 1956, read with the Companies (Disclosure of particulars in the Report of the Directors) Rules 1988, is set out in Annexure-1.

**PARTICULARS OF EMPLOYEES U/S 217(A) OF THE COMPANIES ACT 1956 READ WITH THE
COMPANIES (PARTICULARS OF EMPLOYEES) RULES 1975.**

There was no employee in receipt of remuneration of Rs. 2 lacs per month or more during the year under review.

THE DIRECTORS' RESPONSIBILITY STATEMENT

We the Directors of SPBP Tea Plantation Limited confirm:

- I. That in preparation of the Annual Accounts the applicable accounting Standards have been followed along with proper explanation relating to material departures, if any.
- II. That such accounting policies have been selected and applied consistently and judgments and estimates made 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 period and of the Profit or Loss of the Company for that period.
- III. That proper and sufficient care have been taken for the maintenance of adequate accounting records in accordance with provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- IV. That the accounts have been prepared on a going concern basis.

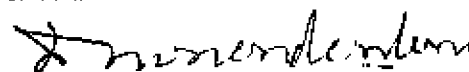
ACKNOWLEDGMENT

The directors would like to record their appreciation for the support extended by the State Bank of India, N.S. Road Branch, 8, N. S. Road, Gfunder House, Kolkata- 700 001 from time to time by means of finance assistance due to which we have been able to achieve substantial improvement during the current season.

We would also like to place on record our appreciation for the sincere efforts put in by the Company's staff and management at all levels which has ensured increased in production.

Head Office:
1, Crooked Lane,
Kolkata-700 069

For and on behalf of the Board



DHIRENDRA KUMAR
CHAIRMAN

The 30th day of July 2010

EXHIBITURE 1 TO THE DIRECTORS REPORT

Statement of particulars with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo forming part of Directors' Report for the year ended 31st March 2010. Necessary information required by the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 198 for conservation of energy, technology absorption and foreign exchange earnings and outgo enumerated below:

FORM A

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

Particulars	Current Year (2009-10)	Previous Year (2008-09)
A POWER AND FUEL COMSUMPTION		
1 Electricity:		
a) Purchase Unit	845610	657439
Total Amount (Rs.)	45,94,780	35,71,720
Cost/ Unit (Rs.)	5.43	5.43
b) Own Generation		
i) Through Diesel (Unit)	158953	219106
Unit Per Liter of Diesel	2.98	2.93
Cost/ Unit (Rs.)	11.34	11.68
2 Other/Gas (Manufacturing)		
Quantity (Scum)	561688	544109
Total Cost (Rs.)	31,42,419	30,54,085
Rate/Scum (Rs.)	5.69	5.61
B CONSUMPTION PER UNIT OF PRODUCTION		
Production- Tea (Kgs.)	1370270	1199857
Electricity (units/Kg)	0.73	0.73
Gas (Scum/Kgs.)	0.41	0.45

FORM - B

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

- 1) Specified areas in which R & D carried out by the company
- 2) Benefits derived as a result of the R & D:
- 3) Future Plan of action
- 4) Expenditure on R & D
 - a) Capital
 - b) Recurring
 - c) Total
 - d) Total R & D expenditure
 - e) Percentage of total turnover

The Company Subscribes to Tea Research Association, which is registered under Section 35 (i) (ii) of the Income Tax Act, 1961

Technology absorption, Adoption and Innovation

- | | | |
|----|---|---|
| 1. | Efforts in brief, made towards:
Technology Absorption,
Adoption and Innovation | Continuous efforts are being made towards technology Absorption by maintaining close liaison with advisory officers to Tocklai experimental Station |
| 2. | Benefit derived as a result of:
The above efforts e.g. Products Improvement, Cost reduction, Product development, Import Substitution etc. | Continuous yield improvements and corresponding cost control have been achieved by application of intensive cultivation practices |

Foreign Exchange Earnings and Outgo

- | | |
|----------------------------------|----------|
| 1. Foreign Exchange earned (FOB) | Nil |
| 2. Foreign Exchange used | Rs. 1.66 |

Head Office:

1, CROOKED LANE
KOLKATA-700 069
The 30th day of July 2010

For and on behalf of the Board



REPORT JUNCTION
DHIRENDRA KUMAR
CHAIRMAN

NOTE:

The Securities and Exchange Board of India (SEBI) introduced a uniform code of corporate governance by way of amendments of the listing agreements with the stock exchange. This becomes operational within the financial year ending March 31, 2003 whose paid up share capital is Rs.3 crore and above. Since your company is having paid up share capital of Rs. 195,71,500/- implementation and compliance of requirements as per amendment to the Listing Agreements (Clause 49) of the Calcutta Stock Exchange Association Limited, is not mandatory.



RAVIN KUMAR DROLIA

COMPANY SECRETARIES
3RD FLOOR, R N-9
9, CROOKED LANE
KOLKATA 700 069

COMPLIANCE CERTIFICATE

CIN of the Company: **L01132AS1982PLC007417**
Nominal Capital : **Rs.200, 00,000/-**

To,
The Members
SPBP Tea Plantation Limited
Jaipur Tea Estate, P.O. Jeyapore
Dibrugarh (Assam)

I have examined the registers, records, books and papers of SPBP Tea Plantation Limited as required to be maintained under the Companies Act 1956, (the Act) and the Rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the Financial Year ended on 31st March 2010. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the Rules made there under and all entries therein have been duly recorded
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The company, being a public limited company, the restrictions clauses as provided in section 3(1) (iii) of the Companies Act, 1956 are not applicable.
4. The Board of Directors duly met five times respectively on 28/04/09, 31/07/09, 05/10/09, 30/10/09, and 29/01/2010 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The company has closed its Register of members from 07/09/2009 to 11/09/2009 (both the days inclusive) and necessary compliance of section 154 of the Act has been made
6. The Annual General Meeting for the Financial Year ended on 31/03/2009 was held on 11/09/2009 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General meeting was held during the financial year;
8. The Company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.

✓ The Company has complied with the provisions of section 297 of the Act in respect of contracts specified in that section

The company has made necessary entries in the register maintained under section 301 of the Act.

11. **As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the Board of Directors, members or Central Government.**
12. **The Company has not issued any duplicate shares certificates during the financial year, but split one Share certificate into two Share Certificates on request of Shareholder.**
- 13.1 **The Company has delivered all the certificates on lodgments thereof for transfer to the respective transferee in accordance with the provisions of the Act. There was one case of transmission of securities and there were no allotment of shares or any other security during the above financial year.**
- 13.2 **The company has not deposited any amount in a separate account as no dividend was declared during the financial year,**
- 13.3 **The company was not required to post warrants to any member of the company as no dividend was declared during the financial year.**
- 13.4 **The company was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund, as there is no amount stand outstanding up to till date.**
- 13.5 **The company has duly complied with the requirements of section 217 of the Act.**
14. **The Board of Directors of the company is duly constituted. There was no appointment of additional directors, alternate director and director to fill casual vacancy during the financial year.**
15. **The Company has not appointed Whole-time Director and Managing Director during the financial year under review.**
16. **The Company has not appointed any sole selling agent during the financial year.**
17. **The company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and / or such authorities prescribed under the various provisions of the Act during the financial year.**
18. **The directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the Rules made there under**
19. **The Company has not issued any Share/Debenture/other Security during the above financial year.**
20. **The company has not bought back any share during the financial year**
21. **As the company does not have any outstanding preference shares / debentures at any point of time during the financial year, the question of redemption does not arise.**
22. **There were no transactions necessitating the company to keep in abeyance the rights to dividend rights shares and bonus shares pending registration of transfer of shares.**
23. **The company has not invited / accepted any deposits including any unsecured loans, falling within the purview of section 58A during the financial year.**