

MANJUSHREE PLANTATIONS LIMITED

| | |
|---------------------------------|---|
| Board of Directors | Smt. Manjushree Khaitan, Chairperson Shri Kalyan Sen Shri Amit Kumar Choudhury |
| Key Managerial Personnel | Shri Basant Kumar Binani, Chief Financial Officer Ms. Sneha Kajaria, Company Secretary |
| Bankers | Canara bank HDFC Bank Limited ICICI Bank Limited UCO Bank United Bank of India |
| Statutory Auditors | M/s. A. Singhi & Co., Chartered Accountants |
| Registered Office | 7E, Neelamber Building 28B, Shakespeare Sarani, Kolkata- 700 017 Ph No.: 033-2287-3306, Fax: 033-2290-3050 mail:info@groupmanjushree.com Website: www.manjushreeplantations.com CIN: U01132WB2004PLC100598 |

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NOTICE

To
The Members,

NOTICE is hereby given that the 82nd Annual General Meeting of Manjushree Plantations Limited will be held on Friday, 18th December, 2020 at 11.00 A.M. IST through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 along with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Smt. Manjushree Khaitan** (DIN: 00055898), who retires by rotation and being eligible offers herself for re-appointment.
3. To consider and, if thought fit, to pass the following as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder, the Company hereby appoint A. Singhi & Co., Chartered Accountants, Kolkata (ICAI Firm Registration Number No. 319226E) as Statutory Auditors of the Company for a term of five (5) years and to hold office until the conclusion of 87th Annual General Meeting of the Company, at a remuneration to be determined by the Board of Directors of the Company from time to time.”

Special Business :

To consider and if thought fit, to pass with or without modification(s), the followings as Special Resolutions :

4. “**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s), thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended for time to time and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Shri Kalyan Sen (DIN: 02085591), who holds office of Independent Director up to 31st March, 2020 and who has submitted a declaration that he meets the criteria for independence as provided under section 149(6) of the Act and in respect of whom the Company has received a notice in writing under section 160(1) of the Act, from a member, signifying his intention to propose Mr. Kalyan Sen’s candidature for the office of director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 1st April 2020 to 31st March, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/ or the Company Secretary, be and hereby are authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. “**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s), thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended for time to time and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Shri Amit Kumar Choudhury (DIN: 02525935), who holds office of Independent Director up to 31st March, 2020 and who has submitted a declaration that he meets the criteria for independence as provided under section 149(6) of the Act and in respect of whom the Company has received a notice in writing under section 160(1) of the Act, from a member, signifying his intention to propose Shri Amit Kumar Choudhury’s candidature for the office of director, be and is

hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 1st April 2020 to 31st March, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/ or the Company Secretary, be and hereby are authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Registered Office:

7E, Neelamber Building
28B, Shakespeare Sarani
Kolkata- 700017

Date: 21st September, 2020

By Order of the Board of Directors

Sd/-

Sneha Kajaria
Company Secretary

Notes:

1. In view of the situation arising due to COVID-19 pandemic across the country and restrictions on the movements apart from social distancing, restrictions of gatherings, travel restrictions and other preventive advisories being issued by the Government from time to time. Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (collectively referred to as 'MCA Circulars') permitted the companies to hold their Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. As such the forthcoming 82nd Annual General Meeting (AGM) will be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM and also vote through VC/OAVM without the physical presence of the Members at the common venue.
2. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") read with the MCA Circulars the 82nd AGM of the Company is being conducted through Video Conferencing ("VC") or Other Audio Visual Means (OAVM) (hereinafter referred to as "AGM"). In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April, 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to have been conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote eVoting as well as the e-Voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/ OAVM (Video Conferencing or Other Audio Visual Means) mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This limit will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the body corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-Voting.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice of AGM along with Annual Report for the financial year, 2019-20 is being sent through electronic mode to those shareholders whose email addresses are registered with the Company/Depositories/ Register and Share Transfer Agent of the Company. Members may note that the Notice and Annual Report has been uploaded on the website of the Company at. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting system during the AGM) i.e. www.evotingindia.com. The recorded transcript of the forthcoming AGM shall be made available on the website of the Company www.manjushreeplantations.com as soon as possible after the meeting is over.
8. **Members are requested to send in their queries at least 10 days in advance to the Company at the Registered Office of the Company to facilitate clarifications during the AGM.**
9. The register of Members shall remain close from 12th December, 2020 to 18th December, 2020 (both days inclusive).
10. Since, the AGM shall be held through VC/OAVM, the route map is not annexed to this Notice.
11. Members whose e-mail Addresses and bank details are not registered are requested to register the same in the following manner:

- i) Members having shares in physical mode can register their e-mail Ids and bank details by sending requisite details of their holding and scan of self certified PAN copy, AADHAAR copy and a cancelled cheque leaf bearing the name of the shareholder on the face of the cheque at: **companysecretary@groupmanjushree.com**.
- ii) Members having shares in electronic mode are requested to register/update their e-mail Ids and bank details with their respective Depository Participants 'DPS'.

12. Voting Through Electronic Means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system ("remote e-Voting") from a place other than venue of the AGM will be provided by Central Depository Services (India) Limited (CDSL).

13. The process and manner for remote e-Voting are as under:

- (i) The remote e-Voting period commences on **Tuesday, the 15th December 2020 at 10.00 AM** and ends on **Thursday, the 17th December 2020 at 05.00 PM**. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the voting eligibility **cut-off** date of **Friday, 11th December, 2020** may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-Voting website **www.evotingindia.com** during the voting period.
- (iii) Click on "Shareholders" module.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in dematerialized form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| | For Members holding a shares in Demat Form and Physical Form |
|---|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/ MCS Share Transfer Agent Limited or contact Company/ RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account with the depository or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend bank details fields as mentioned in instruction (iv). |

- (viii) After entering the details appropriately click on "SUBMIT" tab.
- (ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting on resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e- Voting on the resolutions contained in this Notice.

Click on the EVSN for the relevant Company Name i.e. **MANJUSHREE PLANTATIONS LIMITED** on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies you assent to the Resolution and Option "NO" implies you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, which you have decided to vote on; then click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK." else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote any further.
- (xv) You can also take out print of the voting done by you by clicking on "Click hereto print" option on the Voting Page.
- (xvi) If Demat account holder has forgotten the existing password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote e- Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSES E-MAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR e-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders-please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by e-mail to Company/RTA 's respective e-mail id.
2. For Demat shareholders, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to Company/RTA e-mail id.
3. The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-Voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops/ iPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio and video loss due to fluctuation in their respective network. It is, therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at (company email id). Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM. **Due to limitations of transmission and co-ordination during the AGM, the Company may have to dispense with or curtail the Speaker Session depending on the availability of time for the AGM, hence shareholders are encouraged to send their questions etc. 10 days in advance** prior to meeting mentioning their name, demat account number/folio number, **e-mail id, mobile number at (companysecretary@groupmanjushree.com)**. These queries will be replied to by the Company suitably by e-mail, if remained unattended in AGM, if any.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

INSTRUCTIONS FOR SHAREHOLDERS FOR e-VOTING DURING THE AGM ARE AS UNDER:

- i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-Voting.
- ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- iii) If any Votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.
- iv) Shareholders who have voted through Remote e-Voting will be eligible only to attend the AGM. However, they will not be eligible to vote at the AGM.
- v) **Note for Institutional Shareholders & Custodians:**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which have been issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatories who are authorized to vote, to the Scrutinizer and to the Company at the email address companysecretary@groupmanjushree.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call **1800225533**.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai -400013 or send an e-mail to helpdesk.evoting@cdslindia.com or call **1800225533**.

14. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the voting eligibility **cut-off** date of **Friday, 11th December, 2020**. A person who is not a member as on cut-off date should treat this notice for information purpose only.
15. The Company is sending through email, the AGM Notice and the Annual Report to the shareholders whose name is recorded as on **Friday, 6th November, 2020** in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories.
16. The shareholders shall have one vote per equity share held by them as on the voting eligibility cut-off date of **Friday, 11th December, 2020**. The facility of e-Voting would be provided once for every folio/ client id, irrespective of the number of joint holders.
17. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the voting eligibility **cut-off** date **Friday, 11th December, 2020** for this purpose and not casting their vote electronically, may only cast their vote at the Annual General Meeting through the e-Voting facility provided specifically for the AGM as per procedure outlined in this notice.
Investors who become members of the Company subsequent to the dispatch of the Notice/ e-mail and holds the shares as on the voting eligibility **cut-off** date i.e. **Friday, 11th December, 2020** are requested to send the written/ email communication to the Company at companysecretary@groupmanjushree.com, by mentioning their Folio No. / DPID and Client ID to obtain the Login-ID and Password for eVoting. The Management/RTA will do their best to accommodate and execute such requests so that the Shareholder can participate in the e-Voting which commences on **Tuesday, the 15th December 2020** at **10.00 AM** and ends on **Thursday, the 17th December 2020** at **05.00 PM**.
18. Shri Anil Kumar Dubey, (ICSI CP Registration No 12588), a Practicing Company Secretary (e-mail: adubey87@gmail.com) have been appointed as the Scrutinizer to scrutinize the remote e-Voting process and voting/polling at the AGM in a fair and transparent manner. The Scrutinizer will submit his Consolidated Report after the conclusion of AGM on the total votes cast in favour or against the resolutions, if any, to the Chairperson of the Company or a person authorized by him in writing, who shall countersign the same and declare the results of the voting within maximum two days of the AGM after it is concluded or within such time as specified under the Companies Act, 2013 after also taking into account the e- votes cast on the resolutions by the members who participate in the AGM through VC and/or OAVM mode.
19. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.manjushreeplantations.com.
20. On receipt of the requisite number of votes, the Resolutions specified in the notice shall be deemed to have been passed on the date of the Annual General Meeting.
21. The explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business is annexed hereto.



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4 and 5

The Board of Directors of the Company ('the Board') at the meeting held on 15th June, 2020, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of Shri Kalyan Sen and Shri Amit Kumar Choudhury as Independent Directors of the Company with effect from 1st April, 2020, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), as set out in the Resolutions relating to their respective re-appointment.

Registered Office:

7E, Neelamber Building
28B, Shakespeare Sarani
Kolkata- 700017

Date: 21st September, 2020

By Order of the Board of Directors

Sd/-

Sneha Kajaria
Company Secretary

REPORT OF BOARD OF DIRECTORS

To
The Members,

The Board presents its 82nd Annual Report together with the Audited Financial Statements of Manjushree Plantations Limited for the Financial Year ended 31st March, 2020.

FINANCIAL PERFORMANCE

The financial highlights for the year under review compared to the previous year are enumerated below:

(₹ in Lac)

| PARTICULARS | Year ended | |
|--|------------|------------|
| | 31.03.2020 | 31.03.2019 |
| Profit/(loss) before Interest, Depreciation & Tax (EBITDA) | 189.36 | (529.34) |
| Interest | - | - |
| Profit/(Loss) before Depreciation & Tax | 189.36 | (529.34) |
| Depreciation | 129.29 | 118.03 |
| Profit/(Loss) before tax | 60.07 | (647.37) |
| Provision for Income Tax (including for earlier years) | - | - |
| Net Profit/(Loss) after Tax | 60.07 | (647.37) |

STATE OF AFFAIRS OF THE COMPANY

The Company's total revenue during the year amounts to Rs. 3295.77 lac as against Rs. 2965.53 lac during the previous year.

DIVIDEND

Your Directors do not recommend any dividend for the year under review.

MANAGEMENT DISCUSSION AND ANALYSIS

A. Industry and Trends

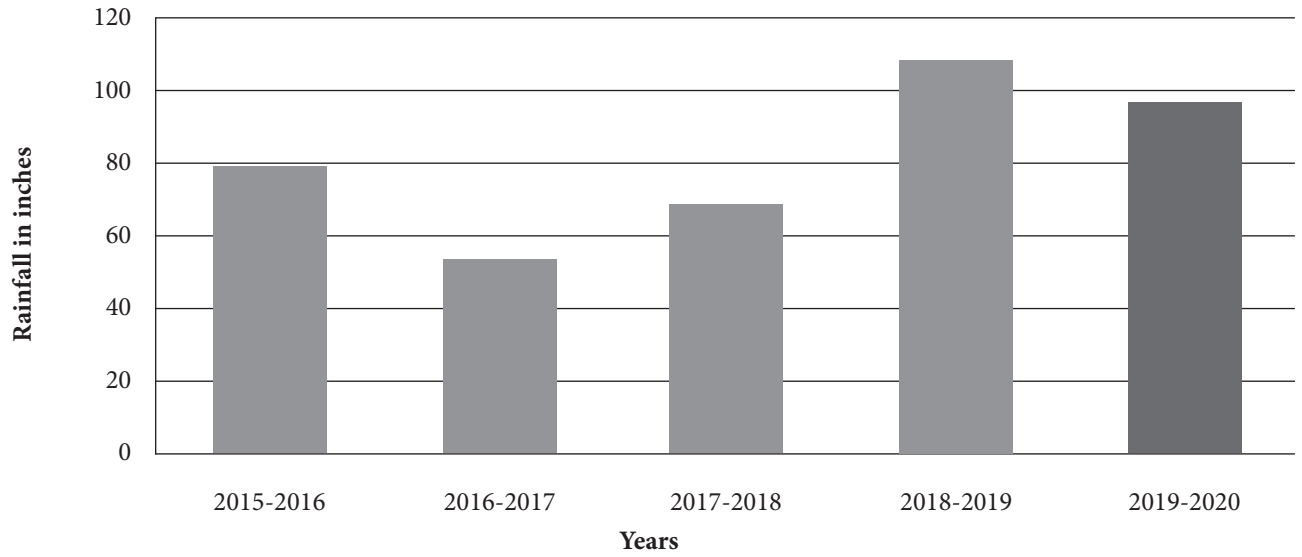
The company has a multi-crop plantation located in the Nilgiris, Tamil Nadu. It produces a wide range of coffee, tea, cardamom, and other spices. In 2019, the plantation sector in South India was severely affected due to erratic climatic conditions. In South India, wages are very high compared to the other plantation states as a result of which production costs increased amidst dip in realizations. Plantations are labour intensive and so labour factor has high impact on production cost. There was slight improvement in the prices of commodities like coffee, tea, cardamom and pepper. However, the benefit of the price rise was not enough to offset the increase of other costs.

Two major threats for the organized tea industry are the significant emergence of small-tea growers along with the labour shortage and its cost. The bright spot is that, demand for quality teas is still very high but increase in preference for health drinks poses a threat to the coffee sector.

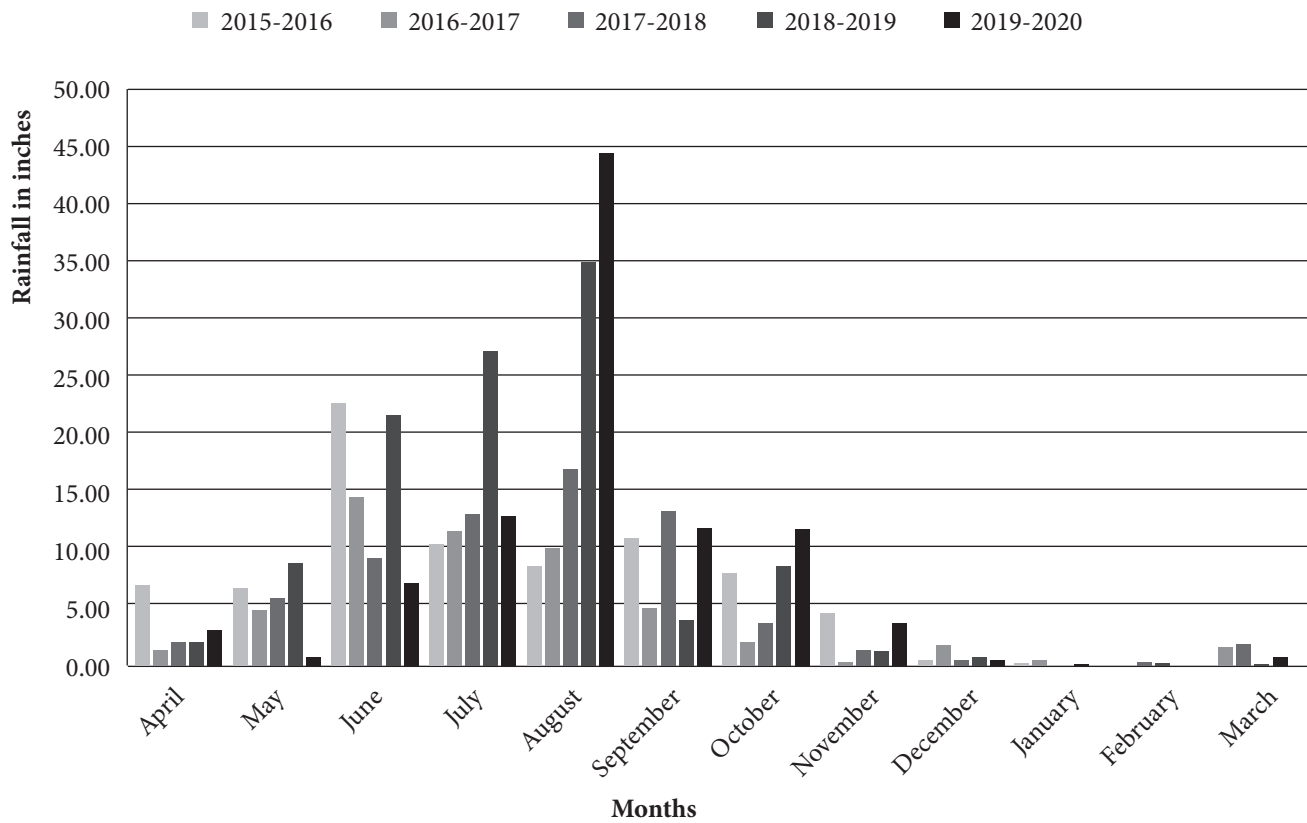
Climate change is a major threat for plantation sector. During summer, the daytime temperatures went up to 40 degrees Celsius and the delay in the onset of South-West monsoon held up the first flush crop. Irregular rainfall in South India always poses a problem for the crops. The total rainfall this year has been less than previous year. During the year under review, harvesting of tea and coffee saw considerable growth whereas production of cardamom was low.

The wide variation in annual / monthly rainfall is evident from the charts depicted in figures 1 & 2 below. This has played a major role in the adverse crop performance of the Industry and also of the Company in the last few years.

Annual Rainfall in New Hope in the last 5 years



Comparative Rainfall in New Hope from 2015-16 to 2019-20



B. Risks

The weather conditions continue to be erratic and fluctuate intermittently and damage by animals continues to pose a threat to the Company's Plantations. Last year, the Nilgiri region faced major storms which caused damage to a lot of roads, culverts and the plantation crops.

C. Opportunities and Threats

Price realisations of the Company's products tend to be impacted due to instability in prices in local and global markets.

Productivity in terms of output and labour is adversely affected due to erratic climatic conditions and animal hazard combined with poor soil fertility, age of plants and high wages.

D. Outlook

Replantation work is being carried out for various crops across the plantation with the aim to achieve better yield in the coming years. The Company is opening new avenues for sale of its products in the local market and planning to further expand its market presence.

E. Internal Financial Control Systems and Adequacy

The Company's internal financial control systems are adequate and commensurate with the size of its operations. The Internal Auditors carry out audits in different areas spanning the Company's operations. The Audit Committee reviews the audit program, findings of the Internal Auditors and implementation of the recommendations.

F. Review of Performance

Coffee

Coffee harvesting increased to 1,63,747 kgs in the current year as compared to 1,55,919 kgs in 2018-19. Sale of Cured Coffee for the year was ₹ 258.21 lacs as compared to ₹ 291.03 lacs in the earlier year. The average sales realisation was ₹ 182.20 per kg in 2019-20 against ₹ 146.10 per kg in 2018-19.

Tea

It has always been the Company's focus to offer quality teas, so as to command a premium in the domestic market. The previous year saw heavy stormy weather in the southern region owing to which tea production was badly affected. Though overall, the tea industry saw a good growth during the year under review. Total sale of Packaged Tea in 2019-20 was ₹ 673.34 lacs against ₹ 646.35 lacs in 2018-19. The average realisation of Packaged Tea was ₹ 643.33 per Kg in 2019-20 as compared to ₹ 692.44 per Kg in 2018-19. Green leaf harvest decreased during the current financial year due to inclement weather from 25.04 lacs Kgs in 2018-19 to 22.82 lacs Kgs in 2019-20. Total sales of green leaf in 2019-20 was ₹ 256.67 lacs against ₹ 325.43 lacs in 2018-19. The average realisation from sale of Green leaf was ₹ 11.24 per Kg in 2019-20 as compared to ₹ 13 per Kg in 2018-19.

Cardamom

Due to storms in the Southern region, production was low. Globally also production of cardamom was low which led to an increase in prices. The crop harvested was 25,270 Kgs in 2019-20 against 31,707 Kgs in 2018-19. Sale for the year was ₹ 649.96 lac compared to ₹ 459.62 lac in 2018-19. Average realisation per Kg was ₹ 2799.14 in 2019-20 as against ₹ 1164.54 in 2018-19, which increased the revenue of the Company.

Clove

The inclement weather has substantially affected the production of cloves, diminishing the output to 938 Kgs in 2019-20 as compared to 1,112 Kgs in 2018-19. Total sale of clove during the year 2019-20 was ₹ 2.53 lac against ₹ 13.97 lac in 2018-19.

Pepper

Pepper harvested was 12,580 Kgs in 2019-20 as compared to 10,698 Kgs in 2018-19. Total sale of pepper in 2019-20 was ₹ 14.76 lac compared to ₹ 85.66 lac in 2018-19. The average realised price of pepper was ₹ 272.32 per Kg in 2019-20 against ₹ 338.18 per Kg in 2018-19.

Farm activities

Total sale of orchard produce was ₹ 18.44 lac during 2019- 20 as compared to ₹ 17.19 lac in 2018-19.

G. Industrial Relations and Human Resources

The Company continues to maintain cordial relationship with its entire work force.

H. Future Prospects

The Company endeavors to increase production of all crops at its plantations. New initiatives in terms of improving field management, using modern techniques and agricultural practices have been introduced. This is being complemented with more effective cost controls and maintaining amicable industrial relation. However, increasing labour cost and prevailing weather conditions continue to create uncertainty in the plantations. This, coupled with wild life menace is a constant challenge to the smooth functioning of the plantations. Fluctuating prices for plantation crop in the commodity market is an added difficulty. The Company is taking appropriate steps to overcome these problems. As a result of aggressive marketing efforts, the Company's products are available pan India and have been well accepted. The Company proposes to further consolidate its presence in existing markets and steadily gain new markets. It also plans to venture into the trading business with some of the product lines.

I. New Initiatives:

The Company has plans in place to increase the awareness of the range of the products and their distribution. In view of this, the Company will participate in various trade fairs, enhance visibility through POPs and engage in trade related activities. It is continuously working towards improving the quality and packaging of its retail products like tea, coffee and spices. E-Commerce has extended the customer base and it has plans to aggressively promote its products through social media. The existing line of products are also available to be purchased online through Amazon. The Company has opened up new retail distribution channels to effectively increase the sale of packaged tea. It is introducing a new product – Decoction Coffee for the retail market and new retail packs for coffee.

FIXED DEPOSITS

Your Company has not accepted any deposits from the public during the year under review. There were no deposits matured and outstanding as on 31st March, 2020.

DIRECTORATE

Smt. Manjushree Khaitan, Director (DIN 00055898), retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. Necessary resolution is being placed before the members for approval.

The Board confirms that it has the required number of Independent Directors as envisaged under Section 149(4) of the Companies Act, 2013 ("the Act"). Shri Kalyan Sen (DIN 02085591) and Shri Amit Kumar Choudhury (DIN 02525935) are the Independent Directors and have submitted the requisite declarations to the Company as per Section 149(7) of the Act to the effect that they qualify as Independent Directors within the meaning of Section 149(6) of the Act. Appropriate resolutions are being proposed at the forthcoming Annual General Meeting to re-appoint them for a term of five years as contemplated under section 149(10) of the Act.

KEY MANAGERIAL PERSONNEL

Shri Sreekumar M. resigned as the Chief Financial Officer and Shri Basant Kumar Binani was appointed as the Chief Financial Officer with effect from 15th June, 2020.

Shri Snehashish Mukherjee had been appointed as the Manager of the Company with effect from 31st July, 2019. He resigned as the Manager w.e.f. 10th August, 2020.

Ms. Sneha Kajaria holds the office of Company Secretary.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT, FOREIGN-EXCHANGE EARNINGS AND OUTGO

The Particulars as prescribed under sub-section (3)(m) of Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are set out in **Annexure A** to this report.

INTERNAL FINANCIAL CONTROL SYSTEMS AND ADEQUACY

The Company's internal financial control systems are adequate and commensurate with the size of its operations. The Internal Auditors carry out audits in different areas spanning the Company's operations. The Audit Committee reviews the audit program, findings of the Internal Auditors and implementation of the recommendations.

PARTICULARS OF EMPLOYEES

The provisions of sub-section (12) of Section 197 of the Companies Act, 2013 are not applicable to our Company.

RELATED PARTY TRANSACTIONS

The Company had not entered into any contracts or arrangements with related parties pursuant to Section 188(1) of the Companies Act, 2013.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company did not receive any complaints on the issues covered under The Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013, during the year.

DIRECTORS' RESPONSIBILITY STATEMENT

As required by Section 134 (3)(c) of the Companies Act, 2013 the Directors hereby state:

- (a) That in preparation of the annual accounts for the financial year ended 31st March, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) That the Directors have 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 as at 31st March, 2020 and of the profit of the Company for the financial year ended on that date;
- (c) That the Directors have 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;
- (d) That the Directors have prepared the annual accounts on a 'going concern' basis;
- (e) That the Directors have laid down internal financial control to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

AUDITORS AND AUDITORS' REPORT

M/s. A. Singhi & Co., Chartered Accountants, Kolkata (FRN 319226E) were appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. L. B. Jha & Co. Chartered Accountants, Kolkata (FRN 301088E) and will hold the office of Statutory Auditors until the conclusion of ensuing Annual General Meeting. The said appointment was approved by the shareholders through Postal Ballot Notice dated 24th February, 2020.

The Auditors' Report on the Financial Statement is self-explanatory and does not contain any disqualification or adverse remark which requires clarification.

SECRETARIAL AUDIT

The provisions of Section 204 of the Companies Act, 2013, was not applicable to the Company in relation to the financial year under review.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, Extract of Annual Return in Form MGT-9 is annexed as **Annexure B** to this Report.

DETAILS OF MEETINGS OF THE BOARD

The Board of Directors met seven times during the Financial Year 2018-19, i.e., on 25th April, 2019, 10th May, 2019, 6th July, 2019, 31st July, 2019, 11th September 2019, 17th December, 2019 and 24th February, 2020.

LOANS, GUARANTEES OR INVESTMENTS

The Company did not grant any loan or provided any guarantee or security to any company nor made any investment during the financial year 2019-20.

ANNUAL EVALUATION OF BOARD AND INDEPENDENT DIRECTORS

The Company aims at evaluating the Annual performance of the Directors of the Company through their participation and inputs in the development and progress of the business of the Company.

The Board carried out an annual evaluation exercise of its own performance, the performance of its Committees as well as those of individual Directors.

RISK MANAGEMENT

Pursuant to the requirement of Section 134(a) of the Companies Act, 2013, the Company has already in place a Risk Management Plan.

Minimising the adverse impact on business objectives and thus further refining the Company's competitive advantage are key considerations underlying the Policy.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

The Company does not have any subsidiary, Joint Venture or Associate company.

APPRECIATION

The Board expresses appreciation of the sincere and dedicated services received by the Company from its employees. The Board further thanks all other stakeholders of the Company for their confidence and support in the Company's well being.

CAUTIONARY NOTE

Certain statements forming part of the Board's Report may be forward looking within the meaning of applicable laws and regulations. The actual results may be affected by many factors that may be different from what the Board has foreseen in terms of future performance and outlook.

For and on behalf of the Board of Directors

Sd/-

Manjushree Khaitan

Chairperson

(DIN 00055898)

Place: Kolkata

Date: 21st September 2020

ANNEXURE - A

Information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 and forming part of the Board's Report for the year ended 31st March, 2020

A. CONSERVATION OF ENERGY

- | | |
|--|-----|
| – Conservation of energy steps taken: | NIL |
| – Utilising alternate sources of energy steps taken: | NIL |
| – Capital investments on energy conservation equipments: | NIL |

| | |
|---------------------|----------------------|
| Current Year | Previous Year |
| 2019-20 | 2018-19 |

B. TECHNOLOGY ABSORPTION

| | |
|----------------|----------------|
| Not Applicable | Not Applicable |
|----------------|----------------|

C. RESEARCHES AND DEVELOPMENT

| | |
|----------------|----------------|
| Not Applicable | Not Applicable |
|----------------|----------------|

D. FOREIGN EXCHANGE EARNINGS AND OUTGO

- | | | |
|-------------------------------|-----|-------------|
| 1) Foreign Exchange inflows: | Nil | ₹1,43,679/- |
| 2) Foreign Exchange outflows: | Nil | ₹1,55,196/- |

For and on behalf of the Board of Directors

Sd/-

Manjushree Khaitan

Chairperson

(DIN 00055898)

Place: Kolkata

Date: 21st September 2020

ANNEXURE -B

FORM NO. MGT-9- EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2020

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

1. REGISTRATION AND OTHER DETAILS

| Sr. No. | Particulars | Details |
|---------|---|--|
| 1. | CIN | U01132WB2004PLC100598 |
| 2. | Registration Date | 05/09/1938 |
| 3. | Name of the Company | MANJUSHREE PLANTATIONS LIMITED |
| 4. | i) Category of the Company ii) Sub-Category of the Company | COMPANY LIMITED BY SHARES INDIAN NON- GOVERNMENT COMPANY |
| 5. | Registered Address | 7E, NEELAMBER BUILDING, 28B SHAKESPEARE SARANI, KOLKATA- 700017 |
| 6. | Contact details | Email- companysecretary@groupmanjushree.com Tel- (033) 22835660/61/62 |
| 7. | Whether Listed Company | Unlisted |
| 8. | Registrar and Transfer Agent | M/s. Niche Technologies Private Limited Add: 3A, Auckland Place, 7 th Floor, Room No. 7A & 7B Kolkata – 700017 Email- nichetechpl@nichetechpl.com Tel- (033) 033 4005 2033 |

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the Business activities contributing 10% or more of the total turnover of the Company-

| Sr. No. | Name & Description of main products/services | NIC Code of the product/ service | % to total turnover of the Company |
|---------|--|----------------------------------|------------------------------------|
| 1. | Retail sale of tea and spices | 47211 | 53.57 |

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sr. No | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary & Associate | % of shares held | Applicable Section |
|--------|---------------------------------|---------|---------------------------------|------------------|--------------------|
| NIL | | | | | |

MANJUSHREE PLANTATIONS LIMITED

4. SHAREHOLDING PATTERN (Equity Share Capital breakup as percentage of Total Equity)

I) Category-wise Share Holding

| Category of shareholders | No. of shares held at the beginning of the year | | | | No. of shares held at the end of the year | | | | % change during the year |
|---|---|-------------|---------------|-------------------|---|-------------|---------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total shares | Demat | Physical | Total | % of Total shares | |
| A. Promoters | | | | | | | | | |
| (1) INDIAN | 394161 | - | 394161 | 17.263 | 394161 | - | 394161 | 17.263 | - |
| a) Individual/ HUF | | | | | | | | | |
| b) Central Govt. | - | - | - | - | - | - | - | - | - |
| c) State Govt. | - | - | - | - | - | - | - | - | - |
| d) Bodies Corporate | 257057 | - | 257057 | 11.258 | 257057 | - | 257057 | 11.258 | - |
| e) Fin. Institutions/ Bank | - | - | - | - | - | - | - | - | - |
| f) Any Other-Trust | 288960 | - | 288960 | 12.655 | 288960 | - | 288960 | 12.655 | - |
| | 940178 | - | 940178 | 41.176 | 940178 | - | 940178 | 41.176 | - |
| (2) Foreign | | | | | | | | | |
| a) NRI-Individuals | - | - | - | - | - | - | - | - | - |
| b) Other- Individuals | - | - | - | - | - | - | - | - | - |
| c) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| d) Banks/FI | - | - | - | - | - | - | - | - | - |
| e) Any Other | - | - | - | - | - | - | - | - | - |
| Sub Total of (A)(2) | - | - | - | - | - | - | - | - | - |
| Total shareholding of Promoter (A)= (A) (1)+(A)(2) | 940178 | - | 940178 | 41.176 | 940178 | - | 940178 | 41.176 | - |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Fund | - | - | - | - | - | - | - | - | - |
| b) Banks/ FI | 418 | 1434 | 1852 | 0.081 | 418 | 1434 | 1852 | 0.081 | - |
| c) Central/ State Govt. | - | - | - | - | - | - | - | - | - |
| d) Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| e) Insurance Co. | - | - | - | - | - | - | - | - | - |
| f) FIIs | - | - | - | - | - | - | - | - | - |
| g) Foreign Venture Capital funds | - | - | - | - | - | - | - | - | - |
| h) Others | - | - | - | - | - | - | - | - | - |
| Sub- Total (B)(1) | 418 | 1434 | 1852 | 0.081 | 418 | 1434 | 1852 | 0.081 | - |

| Category of shareholders | No. of shares held at the beginning of the year | | | | No. of shares held at the end of the year | | | | % change during the year |
|--|---|---------------|----------------|-------------------|---|---------------|----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total shares | Demat | Physical | Total | % of Total shares | |
| 2. Non- Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 412304 | 5964 | 418068 | 18.310 | 412116 | 5764 | 417880 | 18.302 | (0.008) |
| ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto ₹1 Lac | 316430 | 301224 | 617654 | 27.051 | 322971 | 298897 | 621868 | 27.395 | 0.184 |
| ii) Individual shareholders holding nominal share greater than ₹1 Lac | 259850 | 33940 | 293790 | 12.867 | 259850 | 33940 | 293790 | 12.867 | - |
| c) Others | | | | | | | | | |
| i) NRI/OCBs | 1767 | 1042 | 2809 | 0.123 | 3005 | 1042 | 4047 | 0.177 | 0.054 |
| ii) Overseas Corporate Bodies | - | - | - | - | - | - | - | - | - |
| iii) Foreign Nationals | - | - | - | - | - | - | - | - | - |
| iv) Clearing Member/ Clearing Corp. | 7947 | 0 | 7947 | 0.348 | 2683 | 0 | 2683 | 0.118 | (0.230) |
| v) Trusts | 1009 | 0 | 1009 | 0.044 | 1009 | 0 | 1009 | 0.044 | - |
| vi) Foreign Bodies- D.R. | - | - | - | - | - | - | - | - | - |
| Sub- Total (B)(2) | 999307 | 341970 | 1341277 | 58.743 | 1001634 | 341970 | 1341277 | 58.743 | - |
| Total Public shareholding (B)= (B)(1)+(B)(2) | 999725 | 343404 | 1343129 | 58.824 | 1002052 | 341077 | 1343129 | 58.824 | - |
| C. Shares held by Custodians and against which DRs have been issued | - | - | - | - | - | - | - | - | - |
| D. Grand Total (A+B+C) | 1939903 | 343404 | 2283307 | 100.00 | 1942230 | 341077 | 2283307 | 100.00 | - |

MANJUSHREE PLANTATIONS LIMITED

II) Shareholding of Promoters

| Sl. No. | Shareholders' Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in shareholding during 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 | Birla Education Trust | 91124 | 3.991 | NIL | 91124 | 3.991 | NIL | NIL |
| 2 | Birla Educational Institution | 197836 | 8.664 | NIL | 197836 | 8.664 | NIL | NIL |
| 3 | Birla Institute of Technology and Science | 10124 | 0.443 | NIL | 10124 | 0.443 | NIL | NIL |
| 4 | Manav Investment and Trading Company Limited | 246933 | 10.815 | NIL | 246933 | 10.815 | NIL | NIL |
| 5 | Late Basant Kumar Birla | 9924 | 0.435 | NIL | 9924 | 0.435 | NIL | NIL |
| 6 | Smt. Manjushree Khaitan | 384237 | 16.828 | NIL | 384237 | 16.828 | NIL | NIL |
| Total | | 940178 | 41.176 | NIL | 940178 | 41.176 | NIL | NIL |

III) Change in Promoters' Shareholding

There is no change in the Promoter's shareholding during the year under review.

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 during the year | |
|---------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of Total shares of the Company | No. of shares | % of Total shares of the Company |
| 1. | Lanshree Products and Services Limited | | | | |
| | At the beginning of the year | 302873 | 13.265 | | |
| | Date wise Increase/ Decrease in Shareholding during the year | - | - | - | - |
| | Reasons for Increase/ Decrease in the shareholding | - | - | - | - |
| | At the end of the year | 302873 | 13.265 | - | - |

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of Total shares of the Company | No. of shares | % of Total shares of the Company |
| 2. | Hanuman Share & Stock Brokers Limited | | | | |
| | At the beginning of the year | 50807 | 2.225 | - | - |
| | Date wise Increase/ Decrease in Shareholding during the year | - | - | - | - |
| | Reasons for Increase/ Decrease in the shareholding | - | - | - | - |
| | At the end of the year | 50807 | 2.225 | - | - |

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of Total shares of the Company | No. of shares | % of Total shares of the Company |
| 3. | Shri Nemichand Kankani | | | | |
| | At the beginning of the year | 47035 | 2.060 | | |
| | Date wise Increase/ Decrease in Shareholding during the year | 27941 | 1.224 | - | - |
| | | 20.03.2020 | 20.03.2020 | | |
| | Reasons for Increase/ Decrease in the shareholding | Transfer | Transfer | - | - |
| | At the end of the year | 74976 | 3.284 | - | - |

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of Total shares of the Company | No. of shares | % of Total shares of the Company |
| 4. | Shri Kamal Kankani | | | | |
| | At the beginning of the year | 46711 | 2.046 | | |
| | Date wise Increase/ Decrease in Shareholding during the year | - | - | - | - |
| | Reasons for Increase/ Decrease in the shareholding | - | - | - | - |
| | At the end of the year | 46711 | 2.046 | - | - |

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of Total shares of the Company | No. of shares | % of Total shares of the Company |
| 5. | Kingfisher Products Private Limited | | | | |
| | At the beginning of the year | 37751 | 1.653 | | |
| | Date wise Increase/ Decrease in Shareholding during the year | - | - | - | - |
| | Reasons for Increase/ Decrease in the shareholding | - | - | - | - |
| | At the end of the year | 37751 | 1.653 | - | - |

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of Total shares of the Company | No. of shares | % of Total shares of the Company |
| 6. | Shri Ajodhya Kankani | | | | |
| | At the beginning of the year | 27941 | 1.224 | | |
| | Date wise Increase/ Decrease in Shareholding during the year | (27941) | (1.224) | - | - |
| | | 20.03.2020 | 20.03.2020 | | |
| | Reasons for Increase/ Decrease in the shareholding | Transfer | Transfer | - | - |
| | At the end of the year | 0.00 | 0.00 | - | - |

MANJUSHREE PLANTATIONS LIMITED

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of Total shares of the Company | No. of shares | % of Total shares of the Company |
| 7. | Shri Mahendra Girdharilal | | | | |
| | At the beginning of the year | 27932 | 1.223 | - | - |
| | Date wise Increase/ Decrease in Shareholding during the year | - | - | - | - |
| | Reasons for Increase/ Decrease in the shareholding | - | - | - | - |
| | At the end of the year | 27932 | 1.223 | | |

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of Total shares of the Company | No. of shares | % of Total shares of the Company |
| 8. | Shri P P Zibi Jose | | | | |
| | At the beginning of the year | 27251 | 1.193 | - | - |
| | Date wise Increase/ Decrease in Shareholding during the year | - | - | - | - |
| | Reasons for Increase/ Decrease in the shareholding | - | - | - | - |
| | At the end of the year | 27251 | 1.193 | - | - |

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of Total shares of the Company | No. of shares | % of Total shares of the Company |
| 9. | Shri Shah Paresh Chimanlal | | | | |
| | At the beginning of the year | 25424 | 1.113 | - | - |
| | Date wise Increase/ Decrease in Shareholding during the year | - | - | - | - |
| | Reasons for Increase/ Decrease in the shareholding | - | - | - | - |
| | At the end of the year | 25424 | 1.113 | - | - |

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of Total shares of the Company | No. of shares | % of Total shares of the Company |
| 10. | Shri Vimal Kankani | | | | |
| | At the beginning of the year | 25379 | 1.112 | | |
| | Date wise Increase/ Decrease in Shareholding during the year | - | - | - | - |
| | Reasons for Increase/ Decrease in the shareholding | - | - | - | - |
| | At the end of the year | 25379 | 1.112 | - | - |

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of Total shares of the Company | No. of shares | % of Total shares of the Company |
| 11. | Shri Haripal Singh Uberoi | | | | |
| | At the beginning of the year | 20576 | 0.901 | | |
| | Date wise Increase/ Decrease in Shareholding during the year | - | - | - | - |
| | Reasons for Increase/ Decrease in the shareholding | - | - | - | - |
| | At the end of the year | 20576 | 0.901 | - | - |

V) Shareholding of Directors and Key Managerial Personnel:

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of Total shares of the Company | No. of shares | % of Total shares of the Company |
| 1. | Smt. Manjushree Khaitan (DIN 00055898) | | | | |
| | At the beginning of the year | 384237 | 16.828 | - | - |
| | Date wise Increase/ Decrease in Shareholding during the year | - | - | - | - |
| | Reasons for Increase/ Decrease in the shareholding | - | - | - | - |
| | At the end of the year | 384237 | 16.828 | - | - |

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of Total shares of the Company | No. of shares | % of Total shares of the Company |
| 2. | Shri Kalyan Sen (DIN 02085591) | | | | |
| | At the beginning of the year | 100 | 0.004 | | |
| | Date wise Increase/ Decrease in Shareholding during the year | - | - | - | - |
| | Reasons for Increase/ Decrease in the shareholding | - | - | - | - |
| | At the end of the year | 100 | 0.004 | - | - |

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of Total shares of the Company | No. of shares | % of Total shares of the Company |
| 3. | Shri Amit Kumar Choudhury (DIN 02525935) | | | | |
| | At the beginning of the year | | | | |
| | Date wise Increase/ Decrease in Shareholding during the year | - | - | - | - |
| | Reasons for Increase/ Decrease in the shareholding | - | - | - | - |
| | At the end of the year | - | - | - | - |

MANJUSHREE PLANTATIONS LIMITED

3. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment.

(Figures in ₹)

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|-------------------------------------|--------------------|-------------|-----------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | N.A. | NIL | N.A. | NIL |
| ii) Interest due but not paid | N.A. | NIL | N.A. | NIL |
| iii) Interest accrued but not due | N.A. | NIL | N.A. | NIL |
| Total (i+ii+iii) | N.A. | NIL | N.A. | NIL |
| Change in Indebtedness during the financial year | | | | |
| i) Principal Amount | | | | |
| • Addition | N.A. | NIL | N.A. | NIL |
| • Reduction | N.A. | NIL | N.A. | NIL |
| ii) Interest due but not paid | | | | |
| • Addition | N.A. | NIL | N.A. | NIL |
| • Reduction | N.A. | NIL | N.A. | NIL |
| iv) Interest accrued but not due | N.A. | NIL | N.A. | NIL |
| Net Change | N.A. | NIL | N.A. | NIL |
| Indebtedness at the end of the financial years | | | | |
| i) Principal Amount | N.A. | NIL | N.A. | NIL |
| ii) Interest due but not paid | N.A. | NIL | N.A. | NIL |
| iii) Interest accrued but not due | N.A. | NIL | N.A. | NIL |
| Total (i+ii+iii) | N.A. | NIL | N.A. | NIL |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER-

| Sl. No. | Particulars of Remuneration | Shri M.A. Appanna | Shri Indraneel Mookerjee | Total Amount |
|---------|---|-------------------|--------------------------|------------------|
| 1 | Gross Salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961 | 20,78,784 | 26,73,817 | 47,52,601 |
| | (b) Value of perquisites u/s 17(2) of Income tax Act, 1961 | NIL | NIL | NIL |
| | (c) Profits in lieu of Salary under section 17(3) of Income tax Act, 1961 | NIL | NIL | NIL |
| 2 | Stock Option | NIL | NIL | NIL |
| 3 | Sweat Equity | NIL | NIL | NIL |
| 4 | Commission | | | |
| | - as % of profit | NIL | NIL | NIL |
| | - other, specify | | | |
| 5 | Others | | | |
| | i) Accommodation | - | - | - |
| | ii) Medical | - | - | - |
| | iii) Leave | - | - | - |
| 6 | Total (A) | 20,78,784 | 26,73,817 | 47,52,601 |
| | Ceiling as per the Act | ₹ 60 lac | | |

B. REMUNERATION TO OTHER DIRECTORS

| Sl. No. | Particulars of Remuneration | Name of Directors (Amt. in ₹) | | Total Amount |
|---------|--|-----------------------------------|----------------------------------|---------------|
| | | | | |
| 1. | Independent Directors | Shri Kalyan Sen | Shri Amit Kumar Choudhury | |
| | • Fee for attending board / committee meetings | 10,000 | 10,000 | 20,000 |
| | • Commission | NIL | NIL | NIL |
| | • Others, please specify | NIL | NIL | NIL |
| | Total (1) | 10,000 | 10,000 | 20,000 |
| 2. | Other Non- Executive Directors | Smt. Manjushree Khaitan | | |
| | • Fee for attending board /committee meetings | 10,000 | | 10,000 |
| | • Commission | NIL | | NIL |
| | • Others, please specify | NIL | | NIL |
| | Total (2) | 10,000 | | 10,000 |
| | Total B= (1+2) | | | 30,000 |
| | Total Managerial Remuneration | | | 30,000 |
| | Overall Ceiling as per the Act | ₹ 1 lac per Director, per Meeting | | |

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

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | | Total Amount in (₹) |
|---------|---|--------------------------|-------------------|-------------------|------------------------|
| | | CEO | Company Secretary | CFO | |
| 1. | Gross Salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961 | N.A | 5,57,096/- | 9,76,623/- | 15,33,719/- |
| | (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 | N.A | NIL | NIL | NIL |
| | (c) Profits in lieu of Salary under section 17(3)of the Income tax Act, 1961 | N.A | NIL | NIL | NIL |
| 2. | Stock Option | N.A. | NIL | NIL | NIL |
| 3. | Sweat Equity | N.A. | NIL | NIL | NIL |
| 4. | Commission | N.A. | NIL | NIL | NIL |
| | - as % of profit - other, specify | | | | |
| 5. | Others, please specify | N.A. | NIL | NIL | NIL |
| 6. | Total (A) | N.A. | 5,57,096/- | 9,76,623/- | 15,33,719/- |
| | Ceiling as per the Act | N.A. | | ₹ 60 lac | |

MANJUSHREE PLANTATIONS LIMITED

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

| Type | Section of the Companies Act | Brief Description | Details of the Penalty | Authority [RD/ NCLT/COURT] | Appeal made |
|-------------------------------------|------------------------------|-------------------|------------------------|----------------------------|-------------|
| A. COMPANY | | | | | |
| Penalty | N.A. | N.A. | N.A. | N.A. | N.A. |
| Punishment | N.A. | N.A. | N.A. | N.A. | N.A. |
| Compounding | N.A. | N.A. | N.A. | N.A. | N.A. |
| B. DIRECTORS | | | | | |
| Penalty | N.A. | N.A. | N.A. | N.A. | N.A. |
| Punishment | N.A. | N.A. | N.A. | N.A. | N.A. |
| Compounding | N.A. | N.A. | N.A. | N.A. | N.A. |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | N.A. | N.A. | N.A. | N.A. | N.A. |
| Punishment | N.A. | N.A. | N.A. | N.A. | N.A. |
| Compounding | N.A. | N.A. | N.A. | N.A. | N.A. |

For and on behalf of the Board of Directors

Place: Kolkata
Date: 21st September 2020

Sd/-
Manjushree Khaitan
Chairperson
(DIN 00055898)

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS
MANJUSHREE PLANTATIONS LIMITED

Qualified Opinion

We have audited the accompanying financial statements of **Manjushree Plantations Limited** ("the Company"), which comprise the Balance Sheet as at **31st March 2020**, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, signed by us under reference to this report and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion Paragraph, the aforesaid 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 **31st March 2020**, its profit and its cash flows for the year ended on that date.

Basis for Qualified Opinion

We draw attention to **Note 25 H** in the financial statements indicate that the company has accumulated losses and its net worth has been fully eroded. The Company's current liabilities exceeded its current assets as at the balance sheet date. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

We were informed that the company is restructuring its business. Pending the resolution of the above uncertainties, the Company has prepared the aforesaid statement on a going concern basis.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Emphasis of Matter

We draw attention to Note 25M of the financial statement regarding uncertainties arising out of the outbreak of Covid-19 pandemic and the assessment made by the management on its operations and the financial reporting for the year ended 31st March, 2020. Such an assessment and outcome of the pandemic, as made by the management, is dependent on the circumstances as they evolve in the subsequent periods.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period.

Reporting of key audit matters as per Standard on Auditing 701- "Communicating Key Audit Matters in the Independent Auditor's Report" is not applicable to the Company as it is an unlisted company.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Corporate Social Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatement in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide, those charged with governance, with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when in extremely rare circumstances we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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 Companies Act, 2013, we give in the **Annexure A**, a statement on the matter specified in paragraphs 3 & 4 of the said Order, to the extent applicable.
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 purposes of our audit except for the matter described in the Basis for Qualified Opinion paragraph.
 - (b) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, 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, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - (d) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion Paragraph above.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended; in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (g) On the basis of the written representations received from the directors as on 31st March 2020, taken on record by the Board of Directors, none of the directors is dis-qualified as on 31st March 2020, from being appointed as a director in terms of Section 164 (2) of the Act.
- (h) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we refer to our separate report in “**Annexure B**”; and
- (i) 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, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements- Refer Note 25 - “Contingent Liabilities” to the financial statements.
 - ii. The Company did 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.

For A. Singhi & Co.,
Chartered Accountants
ICAI FRN.319226E

(Sunil Singhi)
Partner

Membership No.053088
UDIN: 20053088AAAARX9391

Place : Kolkata
Date : 21st September, 2020

ANNEXURE-A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date of M/s Manjushree Plantations Limited)

1. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets are physically verified by the management according to a phased programme designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the management during the year and no material discrepancies between the book records and the physical verification have been noticed.
- (c) On the basis of our examination of the title deeds of the Company's immovable properties produced to us, the immovable properties are held in the name of the Company.
2. The inventory has been physically verified by the management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of account.
3. The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnership or other parties covered in the register maintained under Section 189 of the Act.
4. According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has complied with the provisions of section 185 and 186 of the Act with respect to the loans advanced, investments made by it.
5. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the rules framed thereunder.
6. The Central Government of India has prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act for the product of the company. However, as the turnover of such product is lower than the prescribed threshold limit, in our opinion, maintenance of cost records is not applicable.
7. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is irregular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income-tax, wealth tax, goods and services tax, cess and any other statutory dues, as applicable, with the appropriate authorities.

According to the information and explanations given to us, Employees State Insurance ₹ 38,288/- (since paid), Tax Deducted at Source ₹ 445,057/- (since paid) and Professional tax for ₹ 92,746/- were outstanding for period of more than six months from the date they became due as on 31st March, 2020. The registration formalities with Professional Tax authorities are pending, therefore, the said outstanding amount could not be deposited with the State Tax authorities.

- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of sales tax, service tax, duty of excise and value added tax as at 31st March, 2020, which have not been deposited on account of any dispute are as follows:

| Name of the Statute | Nature of the Dues | Amount (₹) | Period to which the amount relates | Forum where dispute is pending |
|---------------------------------------|--------------------|------------|------------------------------------|--------------------------------|
| West Bengal Value Added Tax Act, 2003 | Value Added Tax | 5,168,471 | 2006-07 | Appellate and Revisional Board |
| | | 1,127,960 | 2007-08 | |
| | | 461,539 | 2008-09 | |
| | | 301,206 | 2009-10 | Office of Joint Commissioner |
| | | 436,786 | 2010-11 | |

MANJUSHREE PLANTATIONS LIMITED

| Name of the Statute | Nature of the Dues | Amount (₹) | Period to which the amount relates | Forum where dispute is pending |
|---|----------------------|------------|------------------------------------|--------------------------------|
| Central Sales Tax Act, 1956 West Bengal | Central Sales Tax | 107,259 | 2007-08 | Appellate and Revisional Board |
| | | 577,171 | 2008-09 | |
| | | 978,408 | 2009-10 | |
| | | 242,165 | 2010-11 | |
| | | 298,265 | 2013-14 | |
| | | 402,578 | 2015-16 | |
| Income Tax Act, 1961 | Income Tax | 3,462,160 | 2006-07 (A.Y.) | Office of Deputy Commissioner |
| | | 785,242 | 2007-08 (A.Y.) | |
| | | 262,680 | 2009-10 (A.Y.) | |
| Provident Fund and Miscellaneous Provisions Act, 1952 | Interest and Penalty | 111,008 | 2011-12 | Hon'ble High Court of Madras |

8. The Company has neither taken any loan from financial institution or bank or Government nor issued any debentures.
9. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the Order is not applicable.
10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.
11. According to the information and explanations given to us and the records of the company examined by us, total managerial remuneration paid as reflected in the financial statements for the year ended 31st March, 2020 are in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. In our opinion, and according to the information and explanations given to us, the related statutes are not applicable to the Company as it is not a Nidhi company.
13. According to the information and explanations given to us and the records of the Company examined by us, the Company has complied with the requirements of section 188 of the Act with respect to its transactions with the related parties. The provisions of Section 177 of the Act are not applicable to the Company. Pursuant to the requirement of the applicable Accounting Standard, details of the related party transactions have been disclosed in Note 25K of the financial statements for the year under audit.
14. According to information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment of shares or fully or partly convertible debentures during the year under audit.
15. According to the information and explanations given to us and the records of the Company examined by us, the Company has not entered into any non-cash transactions with any director of the Company or persons connected with him, involving acquisition of assets by or from them for consideration other than cash.
16. In our opinion, and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For A. Singhi & Co.,
Chartered Accountants
ICAI FRN.319226E

(Sunil Singhi)
Partner

Membership No.053088
UDIN: 20053088AAAARX9391

Place : Kolkata
Date : 21st September, 2020

ANNEXURE-B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(h) under the heading "Report on other legal and regulatory requirements" of our report of even date of M/s. Manjushree Plantations 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 **Manjushree Plantations Limited** ("the Company") as of **31st March 2020** in conjunction with our audit of the standalone 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 ('ICAI').

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 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 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 system 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 31st March 2020, 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.

For A. Singhi & Co.,
Chartered Accountants
ICAI FRN.319226E

(Sunil Singhi)
Partner

Membership No.053088
UDIN: 20053088AAAARX9391

Place : Kolkata

Date : 21st September, 2020



MANJUSHREE PLANTATIONS LIMITED

CIN - U01132WB2004PLC100598

BALANCE SHEET AS AT 31ST MARCH 2020

| | Notes | As At 31 st March 2020 ₹ | As At 31 st March 2019 ₹ |
|--|-------|--|--|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholders' funds | | | |
| (a) Share capital | 2 | 444,203,070 | 444,203,070 |
| (b) Reserves and surplus | 3 | (556,140,381) | (562,147,745) |
| | | (111,937,311) | (117,944,675) |
| (2) Non-current liabilities | | | |
| (a) Other Long term liabilities | 4 | 70,500,000 | 70,500,000 |
| (b) Long-term provisions | 5 | 70,876,109 | 61,603,937 |
| | | 141,376,109 | 132,103,937 |
| (3) Current liabilities | | | |
| (a) Trade payables (Other than micro enterprises and small enterprises) | 6 | 268,555,471 | 251,179,906 |
| (b) Other current liabilities | 7 | 237,914,037 | 244,635,832 |
| (c) Short-term provisions | 8 | 15,281,146 | 15,281,146 |
| | | 521,750,654 | 511,096,884 |
| Total | | 551,189,452 | 525,256,146 |
| II. ASSETS | | | |
| (1) Non-current assets | | | |
| (a) Property, Plant and Equipment | | | |
| (i) Tangible assets | 9 (A) | 348,947,550 | 350,552,350 |
| (ii) Intangible assets | 9 (B) | 29,275 | 143,935 |
| (iii) Capital work-in-progress | | 2,574,222 | 7,535,030 |
| (b) Long-term loans and advances | 10 | 11,603,950 | 11,538,223 |
| (c) Other non-current assets | 11 | 14,792,594 | 13,702,255 |
| | | 377,947,591 | 383,471,793 |
| (2) Current assets | | | |
| (a) Inventories | 12 | 39,048,137 | 38,895,326 |
| (b) Trade receivables | 13 | 34,006,116 | 15,118,148 |
| (c) Cash and cash equivalents | 14 | 21,194,857 | 21,666,167 |
| (d) Short-term loans and advances | 15 | 78,553,116 | 65,588,956 |
| (e) Other current assets | 16 | 439,635 | 515,756 |
| | | 173,241,861 | 141,784,353 |
| Total | | 551,189,452 | 525,256,146 |

Summary of Significant Accounting Policies 1
The accompanying notes are an integral part of the Financial Statements
As per our report of even date

For A.Singhi & Co
Chartered Accountants
Firm Regn. No. 319226E

Sunil Singhi
Partner
Membership No.:053088

Place : Kolkata
Date : 21st September, 2020

For and on behalf of the Board of Directors

Smt. Manjushree Khaitan- Chairperson
DIN: 00055898

Shri Amit Kumar Choudhury-Director
DIN: 02525935

Ms. Sneha Kajaria- Company Secretary

Shri Kalyan Sen- Director
DIN: 02085591

Shri Basant Kumar Binani - Chief Financial Officer

MANJUSHREE PLANTATIONS LIMITED

CIN - U01132WB2004PLC100598

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2020

| Particulars | Notes | For the Year Ended 31 st March 2020 ₹ | For the Year Ended 31 st March 2019 ₹ |
|---|--------|--|--|
| I. Revenue from operations | 17 | 271,026,279 | 231,713,250 |
| II. Other income | 18 | 58,551,011 | 64,840,009 |
| III. Total Revenue (I + II) | | 329,577,290 | 296,553,259 |
| IV. Expenses: | | | |
| Cost of materials consumed | 19 | 15,193,762 | 23,283,556 |
| Purchases of Stock-In-Trade | 20 | 30,157,128 | 33,334,679 |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | 21 | (2,310,737) | 7,729,214 |
| Employee benefits expense | 22 | 168,489,175 | 187,154,597 |
| Finance costs | | - | - |
| Depreciation and amortisation expense | 23 | 12,929,001 | 11,803,239 |
| Other expenses | 24 | 99,111,597 | 97,985,444 |
| Total expenses | | 323,569,926 | 361,290,729 |
| V. Profit / (Loss) before tax (III - IV) | | 6,007,364 | (64,737,470) |
| VI. Tax expense : | | | |
| (1) Current tax | | - | - |
| (2) Deferred tax | | - | - |
| VII. Profit / (Loss) for the period (V - VI) | | 6,007,364 | (64,737,470) |
| VIII. Earnings per equity share - Basic / Diluted (Nominal value of ₹10/- each) | 25 (N) | (6.60) | (37.58) |

Summary of Significant Accounting Policies

1

The accompanying notes are an integral part of the Financial Statements

As per our report of even date

For A.Singhi & Co

Chartered Accountants

Firm Regn. No. 319226E

Sunil Singhi

Partner

Membership No.:053088

Place : Kolkata

Date : 21st September, 2020

For and on behalf of the Board of Directors

Smt. Manjushree Khaitan- Chairperson

DIN: 00055898

Shri Amit Kumar Choudhury-Director

DIN: 02525935

Ms. Sneha Kajaria- Company Secretary

Shri Kalyan Sen- Director

DIN: 02085591

Shri Basant Kumar Binani - Chief Financial Officer

MANJUSHREE PLANTATIONS LIMITED

CIN - U01132WB2004PLC100598

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2020

| | For the Year Ended 31 st March 2020 ₹ | For the Year Ended 31 st March 2019 ₹ |
|--|--|--|
| A. CASHFLOW FROM OPERATING ACTIVITIES : | | |
| Net Profit/(Loss) before tax | 6,007,364 | (64,737,470) |
| Adjustment for: | | |
| Depreciation | 12,929,001 | 11,803,239 |
| Interest Received | (2,470,159) | (3,643,884) |
| Interest Paid | - | - |
| Dividend Received | - | - |
| Investment | - | - |
| (Profit)/Loss on Sale of Fixed Assets | (117,466) | 168 |
| (Profit)/Loss on Sale of Investment | - | - |
| Operating Profit before Working Capital Changes | 16,348,740 | (56,577,946) |
| Movements In Working Capital : | | |
| Increase/(Decrease) in Other Long Term Liabilities | - | - |
| Increase/(Decrease) in Trade Payables | 17,375,565 | 16,284,194 |
| Increase/(Decrease) in Other Current Liabilities | (6,721,795) | 16,521,218 |
| Increase/(Decrease) in Long- Term Provisions | 9,272,172 | 7,102,234 |
| Decrease/(Increase) in Other Non Current Assets | (1,090,340) | 77,287 |
| Decrease/(Increase) in Trade Receivables | (18,887,968) | (600,794) |
| Decrease/(Increase) in Inventories | (152,811) | 6,961,608 |
| Decrease/(Increase) in Long-Term Loans and Advances | (65,727) | 2,795,750 |
| Decrease/(Increase) in Short-Term Loans and Advances | (311,185) | (2,557,790) |
| Cash generated from Operations/(used in) Operations | 15,766,650 | (9,994,238) |
| Direct Taxes Refund/(Paid) (Net) | (12,652,974) | 1,031,326 |
| Net Cash from Operating Activities | 3,113,676 | (8,962,912) |
| B. CASHFLOW FROM INVESTING ACTIVITIES : | | |
| Purchase of Fixed Assets | (6,337,012) | (7,331,991) |
| Sale of Fixed Assets | 205,746 | 678 |
| Dividend Received | - | - |
| Interest Received | 2,546,280 | 3,128,128 |
| (Investment in) /Proceeds from Fixed Deposit | 394,390 | 13,238,174 |
| Sale of Investments | - | - |
| Net Cash from Investing Activities | (3,190,596) | 9,034,989 |

MANJUSHREE PLANTATIONS LIMITED

CIN - U01132WB2004PLC100598

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2020

| | For the Year Ended 31 st March 2020 ₹ | For the Year Ended 31 st March 2019 ₹ |
|--|--|--|
| C. CASHFLOW FROM FINANCING ACTIVITIES : | | |
| Repayment of Loan | - | - |
| Interest paid | - | - |
| Net Cash from Financing Activities | - | - |
| Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C) | (76,919) | 72,076 |
| Cash and Cash Equivalents at the beginning of the period | 3,586,541 | 3,514,465 |
| Cash and Cash Equivalents at the end of the period | 3,509,622 | 3,586,541 |

| | For the Year Ended 31 st March 2020 ₹ | For the Year Ended 31 st March 2019 ₹ |
|---|--|--|
| Components of Cash & Cash Equivalents | | |
| Bank Balances | | |
| In Current Account | 2,087,571 | 2,003,076 |
| In Deposit Account | 1,191,875 | 1,313,398 |
| Cash On Hand | 230,175 | 270,067 |
| Cash and Cash Equivalents at the end of the period | 3,509,621 | 3,586,541 |

Note:

- Previous year's figures have been regrouped / recasted wherever necessary.
- The above Cashflow has been prepared under "Indirect Method" as prescribed under Accounting Standard 3 notified in Companies (Accounting Standards) Rules, 2014.
- Cash & Cash Equivalents is after excluding the Fixed Deposits with Original Maturity for more than 12 months amounting to ₹ 17,685,236/- (₹ 18,079,626/-)

As per our report of even date

For A.Singhi & Co
Chartered Accountants
Firm Regn. No. 319226E

Sunil Singhi
Partner
Membership No.:053088
Place : Kolkata
Date : 21st September, 2020

For and on behalf of the Board of Directors

Smt. Manjushree Khaitan- Chairperson
DIN: 00055898
Shri Amit Kumar Choudhury-Director
DIN: 02525935
Ms. Sneha Kajaria- Company Secretary

Shri Kalyan Sen- Director
DIN: 02085591
Shri Basant Kumar Binani - Chief Financial Officer

NOTES

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. BASIS OF PREPARATION

These Financial Statements have been prepared in accordance with generally accepted accounting principles in India under the historical cost convention on accrual basis, except for certain tangible assets are being carried at revalued amounts. These Financial Statements have been prepared to comply in all material aspects with the Accounting Standards and the other relevant provisions of the Companies Act, 2013. Accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

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 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 realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

B. USE OF ESTIMATES

The preparation & presentation of the Financial Statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

2. TANGIBLE FIXED ASSETS AND DEPRECIATION (PROPERTY, PLANT AND EQUIPMENT)

- (a) The Company is following the Revaluation Model for Freehold Land, Plantations and Buildings and these are shown at revalued amount. Other items of Property, Plant and Equipment are shown at cost.
- (b) Subsequent expenditures related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance.
- (c) Losses arising from the retirement of, and gains and losses arising from disposal of fixed assets, which are carried at cost, are recognised in the Statement of Profit and Loss.
- (d) The depreciation on revalued assets is charged on the basis of Straight Line Method as per the useful life estimated by the valuer. The depreciation in respect of other assets (not covered by valuation report) has been calculated on the basis of Reducing Balance Method, as per the useful life specified in Schedule II of the Companies Act, 2013.
- (e) The Company charges depreciation on Bearer Plants on Straight Line Method. The useful life estimated by the Company for the Bearer Plants are given below:

| | |
|-------------------------|----------|
| a. Tea Plantations | 60 years |
| b. Coffee Plantations | 60 years |
| c. Cardamom Plantations | 35 years |
| d. Anthurium | 10 years |
| e. Mango Tree | 20 years |
| f. Amla Tree | 10 years |

3. INTANGIBLE ASSETS AND AMORTIZATION

Intangible Assets that are acquired by the company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortization.

Intangible assets are amortized in Statement of Profit and Loss, from the date they are available for use based on the expected pattern of consumption of economic benefits of the asset. Accordingly, at present, intangible asset being amortized

on straight line basis. In accordance with the applicable Accounting Standards, the company follows presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. However, for intangible asset like Website Design and Trade Mark are considered to be five years.

4. INVESTMENTS

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments, such reductions are being determined and made for each investment individually.

5. INVENTORIES

Inventories are stated at lower of cost and net realisable value. Costs of Finished Goods & Nursery Stock are determined on weighted average basis while costs of Stores & Spares are determined on FIFO basis. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale. Provision/written off is made for obsolete/slow moving/defective stocks, wherever necessary.

6. REVENUE RECOGNITION

Income is accounted on accrual basis except those for which the quantum cannot be correctly ascertained and which are accounted for on the basis of settlement.

Sale of Goods: Sales are recognised when the substantial risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are recognized net of trade discounts/allowance, sales return and sales taxes/Goods and Service Tax.

Interest: Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend: Dividend income is recognised when the right to receive dividend is established.

Income from Marketing Operation: Non-Refundable onetime Dealership Deposit is accounted as the income in the year it is received.

Franchisee Income: Franchisee Income net of business development expenditure thereon is recognized in accordance with the franchisee agreement.

7. EMPLOYEE BENEFITS

Short-term Employee Benefits (i.e. benefits payable within one year) are recognised in the period in which employee services are rendered.

Provident Fund: The Company operates Defined Contribution Schemes for Provident Fund. The Company makes regular contribution to Provident Funds, which are fully funded and administered, by Government and are independent of Company's Finance. Contributions are recognized in the Statement of Profit & Loss on an accrual basis.

Gratuity: Defined benefit plans like Gratuity is also maintained by the Company. The Company contributes to Gratuity Fund and such contribution is determined by the Actuary at the end of the year. The Gratuity Fund is administered by the Trustees and is independent of the Company's Finance.

For Scheme where recognized funds have been set up, annual contributions determined as payable in the actuarial valuation are contributed. Actuarial gains & losses are recognized in the Statement of Profit & Loss. The Company recognizes in the Statement of Profit & Loss, gains or losses on curtailment or settlement of a defined benefit plan as and when the curtailment or settlement occurs.

Annual contribution to Superannuation Fund is determined as per Company's Superannuation Scheme.

Leave Encashment: As per the terms of the Employment, no accumulation of leave is allowable. Leave accrued during the Financial Year is to be encashed or settled within the year itself.

8. FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currency are accounted for at the exchange rates prevailing on the date of transaction. Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are translated at year-end exchange rates. Gains/losses arising out of fluctuations in the exchange rates are recognised in the Statement of Profit and Loss in the period in which they arise.

9. BORROWING COST

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognized in the Statement of Profit and Loss in the period in which they are incurred.

10. EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit / (loss) for the period after deducting preference dividend if any and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit / (loss) for the period attributable to equity shareholders and the weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

11. TAXES ON INCOME

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961.

Deferred taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences of earlier years.

As at the Balance Sheet date, unless there is evidence to the contrary, deferred tax assets pertaining to business losses are only recognized to the extent that there are deferred tax liabilities offsetting them.

Minimum Alternative Tax credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the year.

12. IMPAIRMENT

Cash generating units/assets are assessed for possible impairment at Balance Sheet date based on external and internal sources of information. Impairment loss on assets is accounted when the carrying amount of asset (cost less depreciation) exceeds its recoverable amount. Such losses, if any, are recognized as an expense in the Statement of Profit and Loss.

13. PROVISIONS AND CONTINGENT LIABILITIES

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or are liable estimate of the amount cannot be made, is termed as a contingent liability.

Notes to the Financial Statements as at 31st March 2020

| 2 : SHARE CAPITAL | For the Year Ended 31st March 2020 ₹ | For the Year Ended 31st March 2019 ₹ |
|---|--|--|
| AUTHORIZED | | |
| 50,00,000 (P.Y. 50,00,000) Equity Shares of ₹ 10/- each | 50,000,000 | 50,000,000 |
| 45,00,000 (P.Y. 45,00,000) 5% Cumulative Redeemable Preference Shares of ₹ 100/- each | 450,000,000 | 450,000,000 |
| Total | 500,000,000 | 500,000,000 |
| ISSUED, SUBSCRIBED & PAID-UP | | |
| 22,83,307 (P.Y. 22,83,307) Equity Shares of ₹ 10/- each fully paid up | 22,833,070 | 22,833,070 |
| 42,13,700 (P.Y. 42,13,700) 5% Cumulative Redeemable Preference Shares of ₹ 100/- each | 421,370,000 | 421,370,000 |
| Total | 444,203,070 | 444,203,070 |

- a) There has been no change/movements in number of shares outstanding at the beginning and at the end of the reporting period.
- b) **Terms/ rights attached to Equity Shares**
The Company has only one class of Equity Shares having a par value of ₹10/- per share. Each holder of Equity shares is entitled to one vote per share and equal right for dividend. The dividend proposed by the Board of Directors is subject to the approval of Shareholders in the ensuing Annual General Meeting, except in case of Interim dividend. In the event of Liquidation, the equity shareholders are eligible to receive the remaining assets of the company after payment of all preferential amounts, in proportion of their shareholding.
- c) **Terms/ rights attached to Preference Shares**
The Company has only one class of Redeemable Preference Shares having a par value of ₹ 100/- per share. Redeemable Preference Shares carry Cumulative dividend @ 5%. Each holder of Redeemable Preference shares is entitled to one vote per share only on resolutions placed before the company which directly affect the rights attached to Redeemable Preference Shares. Out of all Preference Shares, 20,00,000 Preference Shares are redeemable at 5% Premium in equal instalments in 16th, 17th & 18th year from the date of issue (31.10.2017) while remaining are redeemable at par in equal instalments in 16th, 17th & 18th year from the date of issue (10.08.2011). In the event of Liquidation of the company before redemption of Redeemable Preference Shares, the holders of Redeemable Preference Shares will have priority over Equity Shares in the payment of dividend and the repayment of capital. The Company has not provided dividend on preference shares amounting to ₹ 21,068,500/- (₹21,068,500/-) for the year and cumulative ₹ 234,437,289/- (₹ 213,368,789/-) in the books of accounts.
- d) The company does not have any Holding Company, ultimate Holding Company or Subsidiary Company.

Notes to the Financial Statements as at 31st March 2020

e) Details of Shareholders holding more than 5% Shares in the Company

| Particulars | Nos. | As at 31 st March 2020 % Holding in the class | Nos. | As at 31 st March 2019 % Holding in the class |
|---|-----------|--|-----------|--|
| Equity Shares of ₹10/- each | | | | |
| Smt. Manjushree Khaitan | 384,237 | 16.83 | 384,237 | 16.83 |
| Lanshree Products and Services Limited | 302,873 | 13.26 | 302,873 | 13.26 |
| Manav Investment and Trading Co. limited | 246,933 | 10.82 | 246,933 | 10.82 |
| Birla Educational Institution | 197,836 | 8.66 | 197,836 | 8.66 |
| 5% Cumulative Redeemable Preference Shares of ₹ 100/- each | | | | |
| Smt. Manjushree Khaitan | 2,000,000 | 47.46 | 2,000,000 | 47.46 |
| Lanshree Products and Services Limited | 1,952,400 | 46.34 | 1,952,400 | 46.34 |
| Kingfisher Products Private Limited | 261,300 | 6.20 | 261,300 | 6.20 |

f) No Shares have been reserved for issue under options and contracts/commitments for the sale of Shares/Disinvestment as at the Balance Sheet date.

g) For the period of five years immediately preceding the date as at the Balance Sheet is prepared:

No Shares have been allotted as fully paid up pursuant to contract(s) without payment being received in cash.

No Shares have been allotted as fully paid up by way of bonus shares.

No Shares has been bought back by the company.

| 3 : RESERVES AND SURPLUS | For the Year Ended 31st March 2020 ₹ | For the Year Ended 31st March 2019 ₹ |
|--|--|--|
| a) Capital Reserve | 1,142,428 | 1,142,428 |
| b) Revaluation Reserve (Fixed Assets) | | |
| Balance as per last financial statements | 242,356,479 | 242,356,479 |
| Deduction | - | - |
| Closing Balance | 242,356,479 | 242,356,479 |
| c) Surplus / (Deficit) in the Statement of Profit & Loss | | |
| Balance as per last financial statements (Deficit) | (805,646,652) | (740,909,182) |
| Profit / (Loss) for the year | 6,007,364 | (64,737,470) |
| Net Surplus / (Deficit) in the Statement of Profit & Loss | (799,639,288) | (805,646,652) |
| Total (a+b+c) | (556,140,381) | (562,147,745) |

Notes to the Financial Statements as at 31st March 2020

| 4 : OTHER LONG TERM LIABILITIES | For the Year Ended 31st March 2020 ₹ | For the Year Ended 31st March 2019 ₹ |
|--|--|--|
| Security Deposit | | |
| - Lease Deposit | 40,500,000 | 40,500,000 |
| - Franchisee Deposit | 30,000,000 | 30,000,000 |
| Total | 70,500,000 | 70,500,000 |

| 5 : LONG-TERM PROVISIONS | For the Year Ended 31st March 2020 ₹ | For the Year Ended 31st March 2019 ₹ |
|---------------------------------|--|--|
| Provision for Employee Benefits | 70,876,109 | 61,603,937 |
| Total | 70,876,109 | 61,603,937 |

| 6 : TRADE PAYABLES | For the Year Ended 31st March 2020 ₹ | For the Year Ended 31st March 2019 ₹ |
|--|--|--|
| Trade Payables (other than micro enterprises and small enterprises) | 268,555,471 | 251,179,906 |
| Total | 268,555,471 | 251,179,906 |

| 7 : OTHER CURRENT LIABILITIES | For the Year Ended 31st March 2020 ₹ | For the Year Ended 31st March 2019 ₹ |
|--------------------------------------|--|--|
| Advances Received from Customers | 101,211,909 | 127,606,696 |
| Payable to Employees | 73,585,631 | 64,254,119 |
| Statutory Dues | 28,900,507 | 19,704,964 |
| Deposit from Customers | 4,225,040 | 3,719,040 |
| Other Payables | 29,990,950 | 29,351,013 |
| Total | 237,914,037 | 244,635,832 |

| 8 : SHORT-TERM PROVISIONS | For the Year Ended 31st March 2020 ₹ | For the Year Ended 31st March 2019 ₹ |
|----------------------------------|--|--|
| Provision for Taxes | 15,281,146 | 15,281,146 |
| Total | 15,281,146 | 15,281,146 |

Notes to the Financial Statements as at 31ST March 2020

9 : PROPERTY, PLANT AND EQUIPMENT

(Figure in ₹)

| SL NO. | PARTICULARS | GROSS BLOCK | | | DEPRECIATION | | | NET BLOCK | | |
|----------|----------------------------------|-------------------------------|--------------------------|--------------------------|--------------------------|--------------------------------|--------------------------|--------------------------|--------------------|--------------------|
| | | Book Value As on 01.04.2019 ₹ | Additions/ Revaluation ₹ | Sale and/or adjustment ₹ | Total as on 31.03.2020 ₹ | Depreciation During the Year ₹ | Sale and/or adjustment ₹ | Total as on 31.03.2020 ₹ | As at 31.03.2020 ₹ | As at 31.03.2019 ₹ |
| A | Tangible Assets | | | | | | | | | |
| 1 | Leasehold Land | 1 | - | - | 1 | - | - | - | 1 | 1 |
| 2 | Bearer Plant | 85,203,865 | - | - | 85,203,865 | 3,277,525 | - | 12,787,814 | 72,416,051 | 75,693,575 |
| 3 | Freehold Land | 157,500,000 | - | - | 157,500,000 | - | - | - | 157,500,000 | 157,500,000 |
| 4 | Plantation (Floriculture) | 2,578,268 | - | - | 2,578,268 | - | - | 322,283 | 2,255,985 | 2,255,985 |
| 5 | Plantation (Orchard) | 1,949,416 | - | - | 1,949,416 | 71,371 | - | 785,607 | 1,163,809 | 1,235,180 |
| 6 | Buildings | 159,527,393 | - | - | 159,527,393 | 2,049,969 | - | 72,331,050 | 87,196,343 | 89,246,312 |
| 7 | Plant and Equipment | 66,386,778 | - | 458,730 | 65,928,048 | 601,734 | - | 62,063,921 | 3,864,127 | 4,488,798 |
| 8 | Equipments & Fittings | 66,747,703 | 228,475 | 549,420 | 66,426,758 | 2,129,383 | - | 62,088,272 | 4,338,486 | 6,264,783 |
| 9 | Medical Equipments | 344,024 | - | - | 344,024 | 358 | - | 332,075 | 11,949 | 12,307 |
| 10 | Scientific Research Equipments | 752,226 | - | 562,966 | 189,260 | - | - | 179,797 | 9,463 | 37,611 |
| 11 | Furniture and Fixtures | 46,512,952 | 11,069,345 | 541,150 | 57,041,147 | 4,311,304 | - | 37,751,927 | 19,289,220 | 12,542,985 |
| 12 | Vehicles | 13,397,444 | - | - | 13,397,444 | 372,697 | - | 12,495,328 | 902,116 | 1,274,813 |
| | Total (A) | 600,900,070 | 11,297,820 | 2,112,266 | 610,085,624 | 12,814,341 | 2,023,986 | 261,138,074 | 348,947,550 | 350,552,350 |
| B | Intangible Assets | | | | | | | | | |
| 1 | Trade Mark | 75,200 | - | - | 75,200 | 5,698 | - | 60,810 | 14,390 | 20,088 |
| 2 | Website Design | 4,773,049 | - | - | 4,773,049 | - | - | 4,773,049 | - | - |
| 3 | Software | 544,808 | - | - | 544,808 | 108,962 | - | 529,923 | 14,885 | 123,847 |
| | Total (B) | 5,393,057 | - | - | 5,393,057 | 114,660 | - | 5,363,782 | 29,275 | 143,935 |
| | Grand Total (A+B) | 606,293,127 | 11,297,820 | 2,112,266 | 615,478,681 | 12,929,001 | 2,023,986 | 266,501,856 | 348,976,825 | 350,696,285 |
| | Previous Year | 603,981,440 | 2,371,183 | 59,500 | 606,293,127 | 11,803,239 | 58,654 | 255,596,842 | 350,696,285 | - |
| | Capital Work in Progress* | 7,535,030 | 6,034,316 | 10,995,124 | 2,574,222 | - | - | - | 2,574,222 | 7,535,030 |

Notes :

- 9.1 The Company has revalued its Freehold Land, Plantation and some Buildings as at 31.03.2013 as a result of which, there is an increase in value of Freehold Land and Buildings by ₹ 1,46,982,375/- and ₹ 82,738,979/- respectively on the basis of Sales Comparison method and corresponding effect has been given in the revaluation reserve during the year ended 31.03.2013.
- 9.2 All the infrastructures of the Company situated at 1st and 10th floor of the Industry House, 10, Camac Street, Kollata 700017, have been given on lease at a licence fee of ₹ 1,906,059/- (₹ 2,032,340/-) per month to Lanshree Products and Services Limited and further renewed for the period of 12 months. The future minimum lease payment under operating leases in the aggregate and for each of the following periods:

- (i) Not later than one year ₹ 22,872,708/- (₹ 24,388,082/-)
- (ii) Later than one year and not later than five year Nil
- (iii) Later than five years Nil

The following fixed assets have been leased:

| Particulars | Gross Value as on 31.03.2020 | Depreciation during the year | Depreciation & Impairment write offs upto 31.03.2020 |
|----------------------|--|------------------------------|--|
| Equipment & Fittings | 35,436,097 (35,436,097) | - | 35,216,541 (35,216,541) |
| Furniture & Fixture | 14,763,256 (14,763,256) | - | 14,386,308 (14,386,308) |
| Total | 50,199,353 (50,199,353) | - | 49,602,849 (49,602,849) |

Notes to the Financial Statements as at 31st March 2020

| 10 : LONG-TERM LOANS AND ADVANCES | For the Year Ended 31 st March 2020 ₹ | For the Year Ended 31 st March 2019 ₹ |
|--|--|--|
| Unsecured, Considered Good : | | |
| Security Deposits | 9,747,313 | 9,681,586 |
| Security Deposit with Government Departments | 1,856,637 | 1,856,637 |
| Total | 11,603,950 | 11,538,223 |

| 11 : OTHER NON-CURRENT ASSETS | For the Year Ended 31 st March 2020 ₹ | For the Year Ended 31 st March 2019 ₹ |
|---------------------------------|--|--|
| Interest Receivable on Deposits | 14,792,594 | 13,702,255 |
| Total | 14,792,594 | 13,702,255 |

| 12 : INVENTORIES | For the Year Ended 31 st March 2020 ₹ | For the Year Ended 31 st March 2019 ₹ |
|--|--|--|
| Finished Goods [Includes Goods-in-transit ₹3,492,750/-] (Previous Year ₹ Nil) | 22,173,059 | 14,006,399 |
| Stock-in-Trade [Includes Goods-in-transit ₹ Nil] (Previous Year ₹ Nil) | 14,014,090 | 19,870,013 |
| Stores & Spares | 2,307,032 | 3,920,871 |
| Nursery Stock | 553,956 | 1,098,043 |
| Total | 39,048,137 | 38,895,326 |

| 13 : TRADE RECEIVABLES | For the Year Ended 31 st March 2020 ₹ | For the Year Ended 31 st March 2019 ₹ |
|--|--|--|
| Outstanding for a period exceeding six months | | |
| Unsecured, Considered Good | 8,971,221 | 6,745,674 |
| Unsecured, Considered Doubtful | 106,600,187 | 104,872,401 |
| Less: Provision for Doubtful Debts | (106,600,187) | (104,872,401) |
| | 8,971,221 | 6,745,674 |
| Others | | |
| Unsecured, Considered Good | 25,034,895 | 8,372,474 |
| | 25,034,895 | 8,372,474 |
| Total | 34,006,116 | 15,118,148 |

Notes to the Financial Statements as at 31st March 2020

| 14 : CASH AND CASH EQUIVALENTS | For the Year Ended 31 st March 2020 ₹ | For the Year Ended 31 st March 2019 ₹ |
|---|--|--|
| Cash & Cash Equivalents | | |
| Balances with Banks | | |
| In Current Account (Inoperative ₹ 10,302/-) | 2,087,571 | 2,003,076 |
| In Deposit Account (Maturity Less than 3 Months) | 1,191,875 | 1,313,398 |
| Cash On Hand | 230,175 | 270,067 |
| | 3,509,621 | 3,586,541 |
| Other Bank Balances | | |
| Deposits with original maturity of more than 12 months [Lodged with the Bank ₹ NIL (₹ NIL) as Security against Bank Guarantee](Refer Note 25A(a)) | 17,685,236 | 18,079,626 |
| | 17,685,236 | 18,079,626 |
| Total | 21,194,857 | 21,666,167 |

| 15 : SHORT-TERM LOANS AND ADVANCES | For the Year Ended 31 st March 2020 ₹ | For the Year Ended 31 st March 2019 ₹ |
|--|--|--|
| Unsecured | | |
| Advance Income Tax | 65,166,827 | 52,513,853 |
| Advances to Employees | | |
| Considered Good | 799,953 | 1,334,708 |
| Considered Doubtful | 366,222 | 366,222 |
| Less: Provision for Doubtful Advances | (366,222) | (366,222) |
| Balance with Sales Tax & Other Departments | 10,760,005 | 7,924,778 |
| Advances to Suppliers | 4,044,725 | 4,707,719 |
| Less: Provision for Doubtful Advances | (2,269,802) | (918,080) |
| Advances recoverable in Cash or in kind | | |
| Considered Good | 51,408 | 25,978 |
| Considered Doubtful | 4,528,206 | 4,528,206 |
| Less: Provision for Doubtful Advances | (4,528,206) | (4,528,206) |
| Total | 78,553,116 | 65,588,956 |

| 16 : OTHER CURRENT ASSETS | For the Year Ended 31 st March 2020 ₹ | For the Year Ended 31 st March 2019 ₹ |
|------------------------------------|--|--|
| Accrued Interest on Fixed Deposits | 439,635 | 515,756 |
| Total | 439,635 | 515,756 |

Notes to the Financial Statements as at 31st March 2020

| 17 : REVENUE FROM OPERATIONS | For the Year Ended 31 st March 2020 ₹ | For the Year Ended 31 st March 2019 ₹ |
|--|--|--|
| Sale of Products | | |
| Finished Goods | 120,057,814 | 119,533,717 |
| Traded Goods | 78,468,465 | 78,820,574 |
| Sale of Products (A) | 198,526,279 | 198,354,291 |
| Income from Franchisee (B) | 72,500,000 | 33,358,959 |
| Total (A+B) | 271,026,279 | 231,713,250 |
| Details of Sale of Finished Goods | | |
| Green Leaf (Tea) | 25,667,168 | 32,543,424 |
| Coffee | 25,821,129 | 29,344,396 |
| Cardamom | 64,996,316 | 45,962,784 |
| Pepper | 1,476,213 | 8,566,420 |
| Clove | 252,902 | 1,397,859 |
| Vegetables | 1,833,404 | 1,694,910 |
| Flowers | 10,682 | 23,924 |
| Total | 120,057,814 | 119,533,717 |
| Details of Sale of Traded Goods | | |
| Tea | 67,334,405 | 64,635,767 |
| Multispices, Flowers, Vegetables & Others | 11,134,060 | 14,184,807 |
| Total | 78,468,465 | 78,820,574 |
| Details of Franchisee Income | | |
| Franchisee Income | 72,500,000 | 48,000,000 |
| Less: Business Development Expense thereon | - | (14,641,041) |
| Total | 72,500,000 | 33,358,959 |

| 18 : OTHER INCOME | For the Year Ended 31 st March 2020 ₹ | For the Year Ended 31 st March 2019 ₹ |
|--|--|--|
| Interest Income | 2,470,159 | 3,643,884 |
| Rent | 30,983,220 | 42,594,690 |
| Income from Consultancy | 24,590,516 | 13,082,000 |
| Profit on Sale of Fixed Assets (Net) | 117,466 | - |
| Other Non-Operating Income | | |
| - Liabilities no longer required written back [Net of Sundry Balances ₹ Nil (Previous Year ₹ 363,321/-) written off] | - | 3,495,904 |
| - Miscellaneous Income | 389,650 | 2,023,531 |
| Total | 58,551,011 | 64,840,009 |

Notes to the Financial Statements as at 31st March 2020

| 19 : COST OF MATERIALS CONSUMED | For the Year Ended 31 st March 2020 ₹ | For the Year Ended 31 st March 2019 ₹ |
|---------------------------------|--|--|
| Stores & Spares Consumed | 13,826,665 | 21,574,228 |
| Power & Fuel | 1,367,097 | 1,709,328 |
| Total | 15,193,762 | 23,283,556 |

| 20 : PURCHASES OF STOCK-IN-TRADE | For the Year Ended 31 st March 2020 ₹ | For the Year Ended 31 st March 2019 ₹ |
|---|--|--|
| Tea | 25,542,806 | 26,815,087 |
| Multispices, Flowers, Vegetables & Others | 4,614,322 | 6,519,592 |
| Total | 30,157,128 | 33,334,679 |

| 21 : (INCREASE) / DECREASE IN INVENTORIES | For the Year Ended 31 st March 2020 ₹ | For the Year Ended 31 st March 2019 ₹ |
|---|--|--|
| Inventories at the beginning of the year | | |
| Finished Goods | 14,006,399 | 20,435,408 |
| Traded Goods | 19,870,013 | 21,170,218 |
| | 33,876,412 | 41,605,626 |
| Inventories at the end of the year | | |
| Finished Goods | 22,173,059 | 14,006,399 |
| Traded Goods | 14,014,090 | 19,870,013 |
| | 36,187,149 | 33,876,412 |
| Total | (2,310,737) | 7,729,214 |

| 22 : EMPLOYEE BENEFITS EXPENSE | For the Year Ended 31 st March 2020 ₹ | For the Year Ended 31 st March 2019 ₹ |
|---|--|--|
| Salary, Wages, Bonus, Gratuity & Other Allowances | 147,364,455 | 161,223,243 |
| Director's Remuneration | 2,078,784 | 5,547,660 |
| Contribution to Provident and Other Funds | 11,858,512 | 12,528,830 |
| Staff Welfare Expense | 7,187,424 | 7,854,864 |
| Total | 168,489,175 | 187,154,597 |

| 23 : DEPRECIATION AND AMORTIZATION EXPENSE | For the Year Ended 31 st March 2020 ₹ | For the Year Ended 31 st March 2019 ₹ |
|--|--|--|
| Depreciation & Amortization | 12,929,001 | 11,803,239 |
| Total | 12,929,001 | 11,803,239 |

Notes to the Financial Statements as at 31st March 2020

| 24 : OTHER EXPENSES | For the Year Ended 31st March 2020 ₹ | For the Year Ended 31st March 2019 ₹ |
|---|--|--|
| Repairs & Maintenance | | |
| Buildings | 636,571 | 2,381,520 |
| Machinery | 195,492 | 345,246 |
| Other Assets | 6,105,987 | 6,259,327 |
| Rent | 30,979,543 | 33,476,874 |
| Printing & Stationery | 849,380 | 1,599,315 |
| Postage, Telegram & Telephone | 1,051,554 | 1,353,346 |
| Rates & Taxes | 2,792,236 | 4,656,627 |
| Insurance | 589,441 | 601,360 |
| Travelling & Conveyance | 3,586,592 | 3,414,477 |
| Car Hire Charges | 1,531,905 | 864,000 |
| Payment to Auditors | | |
| - As Auditors | | |
| Audit Fee | 250,000 | 250,000 |
| Tax Audit Fee | 60,000 | 60,000 |
| - For Limited Review/ Certification | - | 20,000 |
| - For Reimbursement of Expenses | - | - |
| Legal, Professional & Consultancy Charges | 11,537,770 | 8,739,926 |
| Security Service Charges | 2,822,027 | 3,422,941 |
| Director's Meeting Fees | 30,000 | 265,000 |
| Filing Fees | 31,094 | 6,740 |
| Selling & Distribution Expenses | 9,823,102 | 6,345,463 |
| Packing Charges | 60,390 | 115,161 |
| Freight & Handling Charges | 1,878,042 | 2,398,467 |
| Brokerage and Commission | - | 488,793 |
| Vehicle Running Expenses | 3,781,273 | 4,676,441 |
| Foreign Exchange Loss (Net) | - | (5,274) |
| Provision for Doubtful Debts and Advances | 3,079,507 | - |
| Interest & Penalty on Statutory Dues | 2,250,570 | 2,004,846 |
| Loss on Sale of Fixed Assets | - | 168 |
| Prior Period Expense (Net) | - | 609,368 |
| Miscellaneous Expenses | 15,189,121 | 13,635,312 |
| Total | 99,111,597 | 97,985,444 |

Notes to the Financial Statements as at 31st March 2020

25. NOTES TO ACCOUNTS

A. Contingent liabilities not provided for in respect of-

- a) Bank Guarantees outstanding ₹ Nil (Previous Year ₹Nil)
- b) Disputed Government Liabilities:
 - I. Agricultural Income Tax for which revisional proceedings have been initiated (amount unascertainable).
 - II. Agricultural income tax ₹ 5,639,729/- (Previous year ₹ 5,639,729/-) and Sales Tax for Chemical Division ₹1,843,418/- (Previous year ₹ 1,843,418/-) which have been disputed before Appellate Authorities. The Company has been advised that in view of the nature of dispute it is likely to succeed in appeals, accordingly no further liability is expected in this regard.
 - III. Demand has been received from Tahsildar, Gudalur with regard to Water Diversion Charges amounting to ₹3,500,625/- for Fasli 1399 to 1409. As per the Court Directions, Tahsildar has adjusted the deposit of ₹720,460/- made for this purpose in joint name. However, the Company has referred the matter to Collector, Nilgiris and Udhamangalam against the said order, which is under consideration and accordingly amount of deposit has been provided for.
 - IV. In respect of Cess & Cess Surcharge, demanded by Tahsildar, Gudalur amounting to ₹121,552/- (Previous year ₹121,552/-) for which Hon'ble Court has granted interim injunction restraining the appropriate authority for collecting such cess.
 - V. Claims against the Company not acknowledged as debts:-

| Name of the Statute | Nature of the Dues | Amount (₹) | Period to which the amount relates | Forum where dispute is pending |
|---|----------------------|------------|------------------------------------|---------------------------------|
| West Bengal Value Added Tax Act, 2003 | Value Added Tax | 5,168,471 | 2006-07 | Appellate and Revisional Board |
| | | 1,127,960 | 2007-08 | |
| | | 461,539 | 2008-09 | |
| | | 301,206 | 2009-10 | Office of Joint Commissioner |
| | | 436,786 | 2010-11 | |
| Central Sales Tax Act, 1956 West Bengal | Central Sales Tax | 107,259 | 2007-08 | Appellate and Revisional Board |
| | | 577,171 | 2008-09 | |
| | | 978,408 | 2009-10 | |
| | | 242,165 | 2010-11 | |
| | | 298,965* | 2013-14 | |
| Income Tax Act, 1961 | Income Tax | 3,462,160 | 2006-07 (A.Y.) | Office of Deputy Commissioner |
| | | 785,242 | 2007-08 (A.Y.) | |
| | | 262,680 | 2009-10 (A.Y.) | |
| Provident Fund and Miscellaneous Provisions Act, 1952 | Interest and Penalty | 111,008 | 2011-12 | Honourable High Court of Madras |

*Out of the above, for ₹ 298,965/- (CST for F.Y. 2013-14) the company has opted for settlement of dispute with authorities under West Bengal SOD Scheme 2020 and has paid ₹43,424/-. The confirmation from authority is awaited.

Notes to the Financial Statements as at 31st March 2020

B. ₹ 16,235,759/- (Previous year ₹ 15,145,419/-) including accrued interest on deposits are lying with banks and Post Office in Joint A/c with Government against the sale of timber refundable on regeneration of equal number of trees. Even after regeneration of the trees, refund of deposit and accrued interest thereon has been held up either as the claim for refund is disputed by the District Forest Officer or the matter is subjudice or the refund application is under process.

C. The Hon'ble Supreme Court of India has allowed the Company to withdraw the Civil Appeal on 7th September, 1999 and Writ Petition on 18th August, 1999 wherein the Company had, inter alia, prayed for renewal of leases under the Gudalur Janmam Estates (Abolition and Conversion into Ryotwari) Act, 1969. The Hon'ble Supreme Court was pleased to record that the Company will pursue the application made by the Company to the State Government for grant of Ryotwari Patta under Section 9 of the said Act and granted liberty to the Company to challenge any adverse order passed thereon and subsequently Assistant Settlement Officer has initiated the proceedings for issue of Pattas.

The Company is of the view that pursuant to dismissal of the Civil Appeals filed by the Company, the interim orders under which the Company was depositing the monies received from sale of timber from disputed areas also stand vacated. However, Collector, Nilgiris has deferred refund of deposits and interest accrued thereon till decision of ownership of the land in question is finalized.

D. (a) The dispute by Messers Sathyakumar Estates (Private) Ltd. regarding ownership of 3,178 acres (identified by A.S.O. for dispute only 1,792 acres) has been decided in favour of the Company. The writ petition has been disposed off and interim Stay has been vacated with a liberty to the party to approach Civil Court to establish title to the property. The Company has no information regarding any further action taken by the party in this regard.

b) The Company's ownership of 1,000 acres of land is still subject matter of dispute between it and several other persons who have claimed ownership of such land. The matter is pending in appeal for adjudication before the Gudalur Janmam Tribunal. In the meantime, order for Ryotwari Patta for 720.36 acres was issued by A.S.O., Coonoor that has been stayed by Director, Survey and Settlement, Chennai till disposal of Appeal Petitions.

E. Capital Commitment outstanding ₹ Nil (Previous year ₹ 10,339,091/-) against which ₹ Nil (Previous year ₹ 572,265/-) has been paid as advance.

F. Provisions made in respect of debts and advances under litigation and doubtful of recovery is considered to be adequate. Provision for doubtful debts and advances provided in the current year ₹ 3,079,507/- (Previous year ₹ Nil). In the current year, provision of ₹ Nil (Previous year ₹ Nil) have been written back from provisions made in the previous years.

In the opinion of the management all current assets, loans and advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated.

G. The company is collecting Goods and Service Tax (GST) on sales/services rendered by it and also depositing GST after adjusting GST input claimed by it. Any short payment or credit not claimed by it will be adjusted on completion of reconciliation by the company and/or on assessment by the authorities.

Excess provision for Provident Fund made on wages payable for the financial year 2008-09 is under reconciliation with authorities and any short/excess payment will be paid/adjusted on reconciliation or on assessment for the said period by the authorities.

H. Although the company has made a profit during the year, the current liability is more than the current asset. The net worth of the company has eroded due to carried forward losses as at year end. In view of the ongoing financial and business restructuring process, the financial statements have been prepared on a Going Concern basis.

I. The Company is primarily engaged in manufacturing and trading of agriculture produce. Other segments of the Company are less than the threshold level envisaged in Accounting Standard -17.

Notes to the Financial Statements as at 31st March 2020

J. The company has not received information from vendors regarding the status under the Micro, Small & Medium Enterprises Development Act, 2006, and also no party has claimed to be the same, and hence no disclosures thereof for out-standings are made in this account.

K. RELATED PARTY DISCLOSURES

Related party disclosure in accordance with the Accounting Standard –18:

| Name of the Related Party | Nature of Relationship |
|---------------------------|--|
| Mr. Sreekumar Muniswamy | Chief Financial Officer (CFO) |
| Mr. Snehashish Mukherjee | Chief Executive Officer (CEO)/Manager (From 22.07.2019) |
| Mr. Indraneel Mookherjee | Key Management Personnel (Whole-time Director) (Upto 22.05.2019) |

| Particulars | 2019-20 | 2018-19 |
|---|-----------|-----------|
| | ₹ | ₹ |
| Director's Remuneration (Mr. M. A. Appanna) | Nil | 282,581 |
| Director's Remuneration (Mr. Indraneel Mookherjee) | 2,078,784 | 5,265,079 |
| Chief Executive Officer (Mr. Indraneel Mookherjee) | Nil | 3,690,555 |
| Chief Executive Officer/Manager (Mr.Snehashish Mukherjee) | 2,673,817 | Nil |
| Chief Financial Officer (CFO) Remuneration | 976,623 | 41,861 |
| Outstanding at the end of the year | | |
| Payable (included in employees payable) | 904,268 | 877,181 |
| Receivable | Nil | Nil |
| Amount written off/(Back) | Nil | Nil |

L. POST RETIREMENT EMPLOYEES BENEFITS

Amount recognized in contribution to Gratuity Fund as per Actuarial valuation as on 31.03.2020 in the Financial statements in respect of Employee Benefit Scheme is as follows:-

| Particulars | Gratuity | |
|---|------------------|------------------|
| | 2019-20 | 2018-19 |
| | ₹ | ₹ |
| i) Components of Employer Expenses | | |
| (a) Current Service Cost | 2,658,626 | 2,626,493 |
| (b) Past Service Cost | Nil | Nil |
| (c) Interest Cost | 4,477,738 | 4,550,813 |
| (d) Expected Return on planned assets | (1,166,320) | (1,247,058) |
| (e) Curtailment Cost | Nil | Nil |
| (f) Settlement Cost | Nil | Nil |
| (g) Actuarial(Gain)/Loss | (6,109,736) | 2,904,256 |
| (h) Expenses recognized in the Statement of Profit/Loss | (139,692) | 8,834,504 |

Notes to the Financial Statements as at 31st March 2020

| Particulars | Gratuity | |
|--|---------------------|---------------------|
| | 2019-20 ₹ | 2018-19 ₹ |
| ii) Movement in Liability recognized in the Balance Sheet | | |
| (a) Opening Net Liability | (50,581,976) | (44,647,472) |
| (b) Income as above | 139,692 | (8,834,504) |
| (c) Contributions | 179,149 | 2,900,000 |
| (d) Closing Net Liability | (50,263,135) | (50,581,976) |
| iii) Changes in Present Value of Obligations | | |
| (a) Present Value of Obligation at beginning of year | 68,525,366 | 63,832,972 |
| (b) Acquisition Adjustment | Nil | Nil |
| (c) Interest Cost | 4,477,738 | 4,550,813 |
| (d) Past Service Cost | Nil | Nil |
| (e) Current Service Cost | 2,658,626 | 2,626,493 |
| (f) Curtailment Cost | Nil | Nil |
| (g) Settlement Cost | Nil | Nil |
| (h) Benefits Paid | (949,271) | (4,170,345) |
| (i) Actuarial (Gain)/Loss of Obligations | (6,068,798) | 1,685,433 |
| (j) Present Value of Obligations at the end of year | 68,643,661 | 68,525,366 |
| iv) Changes in Fair Value of Plan Assets | | |
| (a) Fair value of plan assets at beginning of year | 17,943,390 | 19,185,500 |
| (b) Acquisition Adjustment | Nil | Nil |
| (c) Expected return on plan asset | 1,166,320 | 1,247,058 |
| (d) Contributions | 179,149 | 2,900,000 |
| (e) Benefits paid | (949,271) | (4,170,345) |
| (f) Actuarial gain/(loss) on Plan Asset | 40,938 | (1,218,823) |
| (g) Fair Value of Plan Asset at the end of year | 18,380,526 | 17,943,390 |
| v) Actuarial gain/(loss) recognized | | |
| (a) Actuarial gain/(loss) for the year – Obligation | 6,068,798 | (1,685,433) |
| (b) Actuarial gain/(loss) for the year – Plan Asset | 40,938 | (1,218,823) |
| (c) Total gain/(loss) for the year | 6,109,736 | (2,904,256) |
| (d) Actuarial gain/(loss) recognized in the year | 6,109,736 | (2,904,256) |
| (e) Unrecognised actuarial gain/(loss) at the end of year | Nil | Nil |

Notes to the Financial Statements as at 31st March 2020

| Particulars | Gratuity | |
|---------------------------------------|---|---|
| | 2019-20 ₹ | 2018-19 ₹ |
| vi) Assumptions | | |
| (a) Mortality Table | IALM 2006-2008 | IALM 2006-2008 |
| (b) Superannuation Age | 58 | 58 |
| (c) Early Retirement & Disablement | 10 per thousand p.a. 6 above age 45 3 between 29 and 45 1 below age 29 | 10 per thousand p.a. 6 above age 45 3 between 29 and 45 1 below age 29 |
| (d) Discount rate | 6.58% | 7.37% |
| (e) Inflation Rate | 7.00% | 7.00% |
| (f) Return on Asset | 6.50% | 6.50% |
| (g) Remaining working life (in years) | 11 | 9 |

The assumption of future salary increases, considered in the actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The expected rate of return on the plan assets is based on the portfolio of assets held, investment strategy and market scenario.

In order to protect the capital and optimize returns within acceptable risk parameters, the plan assets are reasonably well diversified.

M. COVID - 19

The COVID-19 pandemic has rapidly spread across the world as well as in India and has caused shutdown of the plants and all offices from March 24, 2020. The company has resumed operations in phased manner in line with the directives of the Government of India. The Company's management has made initial assessment of likely adverse impact on business, and believes that the impact is likely to be from short to medium term in nature. The management does not see long term risks in the company's ability to continue as going concern and meeting its liabilities as and when they fall due. The Management has also evaluated the recoverability of receivables and realisability of inventory on hand based on subsequent realisations and customer orders respectively. However, given the uncertainties associated with the eventual outcome, nature and duration of the pandemic, the impact may be different from the estimated as on date of approval of these financial statements.

Notes to the Financial Statements as at 31st March 2020

N. EARNINGS PER SHARE

| | | 2019-20 ₹ | 2018-19 ₹ |
|--|--------------|--------------|--------------|
| Profit/ (Loss) before considering Preference Dividend | (a) | 6,007,364 | (64,737,469) |
| Less: Preference Dividend not provided during the year | (b) | (21,068,500) | (21,068,500) |
| Profit/(Loss) after considering Preference Dividend | (c) | (15,061,136) | (85,805,969) |
| Total number of Weighted Shares at the end of the year | (d) | 2,283,307 | 2,283,307 |
| Earnings per Share (After considering Preference Dividend) (Basic and Diluted) | (c/d) | (6.60) | (37.58) |
| Nominal value per Equity Share | | 10/- | 10/- |

O. EARNINGS IN FOREIGN EXCHANGE

F.O.B. Value of Goods Exported : ₹ Nil (Previous year ₹ 143,679)

P. EXPENDITURE IN FOREIGN CURRENCY

Web site maintenance : ₹ Nil (Previous year ₹ Nil)
 Travelling : ₹ Nil (Previous year ₹ 155,196/-)
 Sales Promotion : ₹ Nil (Previous year ₹ Nil)

Q. C.I.F. VALUE OF IMPORTS

Packing Materials : ₹ Nil (Previous year ₹ Nil)
 Traded goods (Including Freight) : ₹ Nil (Previous year ₹ Nil)
 Capital Goods : ₹ Nil (Previous year ₹ Nil)
 Advance for goods : ₹ Nil (Previous year ₹ Nil)
 Packing Charges : ₹ Nil (Previous year ₹ Nil)
 Printing & Stationary : ₹ Nil (Previous year ₹ Nil)

R. Consumption of Raw materials and Stores & spares are 100% (Previous year 100%) indigenous as reported in the Financial Statements.

S. In the opinion of the management, the company does not have any current tax liability due to carried forward business losses and unabsorbed depreciation carried forward from previous years.

The company has adopted Accounting Standard – 22 “Accounting for Taxes on Income” issued in terms of the Companies Accounting Rules, 2006. The company has not recognized deferred tax assets (net of deferred tax liability) as on 31.03.2020 due to uncertainty of future taxable income against which same can be adjusted.

T. PREVIOUS YEAR'S FIGURES

Previous year's figures have been regrouped and rearranged wherever necessary.

NOTES