Warren Tea Limited

BOARD OF DIRECTORS

Chairman
Vinay K. Goenka

Managing Director
S. K. Ghosh

Directors
S. Bhoopal
N. Dutta
L. Halwasiya
Mrs. A. K. Bindra
Mrs. S. Barman

President-Legal & Company Secretary
Siddhartha Roy

Chief Financial Officer
S. K. Mukhopadhyay

AUDITORS	B. M. Chatrath & Co.
COST AUDITORS	Shome & Banerjee
BANKERS	State Bank of India HDFC Bank Limited Axis Bank Ltd
REGISTERED OFFICE	Deohall Tea Estate P.O. Hoogrijan, Dist. Tinsukia Assam 786 601 Tel : 0374 2911369
CORPORATE OFFICE	Suvira House 4B, Hungerford Street Kolkata 700 017 Tel : 033 2287 2287

Web: www.warrentea.com E-mail: corporate@warrentea.com
CIN : L01132AS1977PLC001706

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Notice

NOTICE is hereby given that the Thirty-ninth Annual General Meeting of Warren Tea Limited will be held at the G. S. Ruia Memorial Complex at Deohall Tea Estate, P. O. Hoograjan, Dist. Tinsukia, Assam 786 601 on Monday, 1st August 2016 at 10.30 a.m. for the following purposes:

ORDINARY BUSINESS

1. To consider and adopt the Financial Statements and Consolidated Financial Statements for the year ended 31st March, 2016 and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr Vinay Kumar Goenka (DIN 00043124) retiring by rotation.
3. To ratify the appointment of Auditors made at the Thirty-seventh Annual General Meeting to hold office till the conclusion of the Forty-second Annual General Meeting.

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications the following Resolution as an Ordinary Resolution:

4. "RESOLVED THAT approval of the shareholders be and is hereby accorded for payment of remuneration of ₹ 1,00,000 together with reimbursement of Service Tax and Out of Pocket Expenses, if any, to M/s Shome & Banerjee, Cost Accountants (FRN 000001) for audit of the cost records of the Company for the financial year 2016-17."

To consider and if thought fit, to pass the following Resolutions as Special Resolutions:

5. "RESOLVED THAT in partial modification of the Special Resolution passed by the Shareholders at the 38th Annual General Meeting held on 26th September, 2015 and pursuant to Sections 196 and 197 read with Schedule V to the Companies Act, 2013, Mr Vinay Kumar Goenka (DIN 00043124), Chairman be paid, subject to approval of the Central Government, his full contractual remuneration (including bonus) for the financial year 2015-16, as approved by the members vide resolution passed at the 36th Annual General Meeting held on 28th April, 2014 as minimum remuneration notwithstanding such remuneration being in excess of the limits provided in Section 197 or Schedule V of the Act."
6. "RESOLVED THAT in partial modification of the Special Resolution passed by the Shareholders at the 38th Annual General Meeting held on 26th September, 2015 and pursuant to Sections 196 and 197 read with Schedule V to the Companies Act, 2013, Mr Subhajit Kumar Ghosh (DIN 00042335), Managing Director be paid, subject to approval of the Central Government, his full contractual remuneration (including bonus) for the financial years 2015-16 and 2016-17 as approved by the members vide resolution passed at the 37th Annual General Meeting held on 10th September, 2014 as minimum remuneration notwithstanding such remuneration being in excess of the limits provided in Section 197 or Schedule V of the Act."

Notice (Continued)

7. "RESOLVED THAT subject to approval of the Central Government the Company hereby approves the reappointment and remuneration payable to Mr. Vinay Kumar. Goenka (DIN 00043124) as Chairman of the Company for a period of three years from 1st April, 2016 on the terms and conditions set out in the Agreement, as approved by the Nomination and Remuneration Committee, to be made between the Company of the One Part and Mr. Goenka of the Other Part, a draft of which initialled by the Chairman is placed before the Meeting and that such remuneration be paid to Mr Goenka as minimum remuneration notwithstanding that the same being in excess of the limits provided in Section 197 or Schedule V of the Companies Act, 2013."

Suvira House
4B, Hungerford Street
Kolkata 700017
10th June, 2016

By Order of the Board
Siddhartha Roy
President-Legal
& Company Secretary

Notice (Continued)

Notes :

1. The Members may exercise their rights to vote on the Resolutions contained in the Notice by electronic means for which necessary facility has been provided and the instructions therefor are attached.

2. In terms of Section 105(2) of the Companies Act, 2013 intimation is hereby given that a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company.

   A Proxy, in order to be effective, must be received at the Company's Registered Office at Deohall Tea Estate, P.O. Hoogrijan, Dist. Tinsukia, Assam 786 601 not less than forty-eight hours before the Meeting.

3. The Company is registered with National Securities Depository Ltd., and Central Depository Services (India) Ltd., for dematerialization of its Equity Shares which has been allotted the ISIN INE712A01012. CB Management Services (P) Limited having their office at P-22 Bondel Road, Kolkata 700 019 are the Registrar and Share Transfer Agent of the Company.

4. Members are requested to intimate their e-mail ID in the attached form.

5. Members holding shares in physical form are requested to:

   a. notify any change in their addresses and communicate on all matters pertaining to their shareholdings with the Company's Registrar and Share Transfer Agent at Kolkata, quoting their respective Ledger Folio Numbers;

   b. note that as per provisions of the Companies Act, 2013 facility for making nominations is available for shareholders in respect of Equity Shares held by them.

6. i. Pursuant to Section 205A of the Companies Act, 1956 all dividends declared and relative dividend warrants posted upto and including the Dividend for the year 1993-94 paid on 8th November, 1994 and remaining unclaimed by members have been transferred to the General Revenue Account of the Central Government. Shareholders who have not encashed their dividend warrants in respect of the said period are requested to prefer their claims to the Registrar of Companies, Assam, Tripura, Manipur, Nagaland, Meghalaya, Mizoram and Arunachal Pradesh at Morello Building, Shillong 793 001, Meghalaya. In case any assistance is required, shareholders are requested to write to the Company's Registrar and Share Transfer Agent.

   ii. Pursuant to Section 205A of the Companies Act, 1956 dividends declared from 1994-95 upto 2002-03 and remaining unclaimed by the members have been transferred to the Investor Education and Protection Fund constituted by the Central Government under Section 205C of the Act on which no claim for Unpaid Dividend can be preferred.

Notice (Continued)

7. Relevant details in respect of Item No. 2 of the Notice pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 are given hereunder and details in respect of Item Nos. 4 to 7 of the Notice are included in the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which is given hereinafter.

8. Pursuant to Section 136 of the Companies Act, 2013, printed abridged financial statements are being sent to the Shareholders. Shareholders requiring a copy of the full Annual Report may write to the Company's Registrar and Share Transfer Agent, CB Management Services (P) Limited, P-22, Bondel Road, Kolkata 700 019. A copy of the full Annual Report would be available for inspection at the Registered Office of the Company during working hours, till the date of the meeting.

DETAILS OF DIRECTOR RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT

[In pursuance of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director : Mr Vinay Kumar Goenka (DIN 00043124)

Brief Resumé:

Mr Goenka Graduated with B.Sc.(Botany). He has almost four decades of business experience in Tea Industry and has held several important positions as Chairman of Consultative Committee of Plantation Association, Indian Tea Association and Darjeeling Planters Association, Chairman & Director of Indian Institute of Plantation Management and Vice Chairman of the Tea Board of India.

Expertise in specific Functional Areas:

Plantation, Manufacturing, Marketing and Export of Tea.

There is no inter-se relationship between Mr. Goenka and any other Director of the Company.

Directorships & Committee Memberships of other listed companies: Nil

Mr Goenka holds 2004601 Equity Shares of ₹ 10 each in the Company.

Notice (Continued)

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 4

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 ('the Act'), the Board at their meeting held on 26th May, 2016, on recommendations of the Audit Committee, approved the appointment of M/s Shome & Banerjee, Cost Accountants (FRN 000001) as the Cost Auditors of the Company for the financial year 2016-17 at a fee of ₹ 1,00,000 together with reimbursement of Service Tax and Out of Pocket Expenses, if any, for conducting the audit of the cost records of the Company; such remuneration is required to be approved by the shareholders.

The Resolution set out in Item No. 4 of the Convening Notice has to be considered accordingly and the Board recommends its acceptance.

No Director and Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 4 of the Convening Notice.

Item Nos. 5 & 6

At the 36th Annual General Meeting on 28th April, 2014 the Shareholders had approved the reappointment and remuneration payable to Mr Vinay Kumar Goenka ('Mr Goenka') (DIN 00043124) as Chairman of the Company for a period of three years from 1st April, 2013. At the 37th Annual General Meeting held on 10th September, 2014 the Shareholders had approved the change in designation of Mr Goenka from 'Executive Chairman' to 'Chairman'.

At the 37th Annual General Meeting held on 10th September, 2014 the Shareholders had approved the reappointment and remuneration payable to Mr Subhajit Kumar Ghosh ('Mr Ghosh') (DIN 00042335) as Managing Director of the Company for a period of three years from 1st April, 2014.

At the 38th Annual General Meeting held on 26th September, 2015 the Shareholders had granted their approval by Special Resolutions to pay to each of Mr Goenka and Mr Ghosh remuneration in accordance with Section II of Part II of Schedule V to the Act, in the absence or inadequacy of profits.

Upon consideration that the profits of the Company would not be adequate to pay the full contractual remuneration (including bonus) to Mr Goenka (for 2015-16) and to Mr Ghosh (for 2015-16 and 2016-17), necessary applications have been filed with the Central Government for their approval for payment of such full contractual remuneration.

Approval of the shareholders is being sought for payment of the aforesaid full contractual remuneration (including bonus) to Mr. Goenka (for 2015-16) and Mr. Ghosh (for 2015-16 and 2016-17) as minimum remuneration notwithstanding that such remuneration may be in excess of the limits provided in Section 197 or Schedule V to the Act. The Special Resolutions set out in Item Nos. 5 and 6 of the Convening Notice are to be considered accordingly and the Board recommends their acceptance.

Notice (Continued)

Except Mr Goenka and Mr Ghosh none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the Resolutions set out at Item Nos. 5 and 6 respectively of the Convening Notice.

The information required to be furnished pursuant to Section II of Part II to the said Schedule V is set out hereinafter :

I. General Information :

(1) Nature of industry

Plantation, manufacture and sale of Tea.

(2) Date or expected date of commencement of commercial production

Warren's operations in tea plantation dates back to 1850. Since 1977 Warren Tea Limited has been selling tea in India and abroad.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not applicable.

(4) Financial performance based on given indicators.

Financial performance (audited) over the last three financial years is set out as under:-

(₹ in Lakhs)

Year ended	31st March, 2014	31st March, 2015	31st March, 2016
Gross Revenue	14193.14	13139.70	14314.07
Profit/(Loss) before tax	2707.55	1129.55	613.98
Profit/(Loss) after tax	2024.71	1249.81	458.33

(5) Foreign investments or collaborations, if any

As on 31st March, 2016 foreign investment was 4527005 equity shares of ₹ 10 each in the Company.

II. Information about the appointee:

1. Background Details;

Name of Director	Mr Vinay Kumar Goenka	Mr Subhajit Kumar Ghosh
Date of Birth	5th July, 1958	16th February, 1954
Date of Appointment as Director	4th April, 1983	1st October, 2004
Qualification	B. Sc. (Botany)	B.Com (Hons.) , FCA

Notice (Continued)

Name of Director	Mr Vinay Kumar Goenka	Mr Subhajit Kumar Ghosh
Expertise and experience in specific functional areas	Mr Goenka has almost four decades of business experience in areas including Plantation, Manufacturing, Marketing and Export of Tea.	Mr Ghosh has forty years experience including in Tea Industry in the areas of Accounts, Finance, Audit, Taxation and various other operational areas.
2. Past remuneration 2013-14 2014-15 2015-16	(₹ in Lakhs) 103.44 95.18 122.65	(₹ in Lakhs) 68.92 94.23 101.11
3. Recognition or Awards	a) Honorary Consul of Ecuador in Kolkata. b) Represented Government of India as a Member of Trade Delegation to Pakistan. c) Represented Government of India as a Member of Tea Trade Delegation to FAO (United Nations). d) Nominated by the Government of India as Member of Expert Group of Commodities Board of FAO (United Nations).	a) Granted Certificate under National Scholarship Scheme by the Ministry of Education and Social Welfare, Government of India in recognition of High position secured in the list of meritorious candidates qualifying for award from West Bengal in 1971-72. b) Ranked 36th in Intermediate Examination conducted by the Institute of Chartered Accountants of India.
4. Job profile and his suitability	Mr Goenka has nearly four decades of experience in tea industry and has held several important positions as Chairman of the Consultative Committee of Plantation Association, Indian Tea Association and Darjeeling Planters Association, Chairman & Director of Indian Institute of Plantation Management and Vice Chairman of the Tea Board of India.	Mr Ghosh is a Fellow Member of the Institute of Chartered Accountants of India and a Member of the Institute of Internal Auditors, USA. He has forty years experience in Tea Industry. He has served on various committees/ sub-committees of the Bengal Chamber of Commerce & Industry, Indian Tea Association

Notice (Continued)

Name of Director	Mr Vinay Kumar Goenka	Mr Subhajit Kumar Ghosh
		and Bharat Chamber of Commerce. Considering his experience and long association with the Company, the Board found Mr Ghosh best suited for the responsibilities assigned to him
5. Remuneration	These have been adequately disclosed in the Explanatory Statement.	
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration as proposed is comparable with that of other companies of similar size.	
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Other than remuneration receivable as Chairman and Managing Director respectively, Mr Goenka and Mr Ghosh are not entitled to receive any other payment from the Company other than dividend, if any, payable to Shareholders. Mr Goenka and Mr Ghosh are not related to any other Director of the Company.	

III. Other information:

(1) Reason of loss or inadequate profits

The crop for the previous year has been again below expectation also primarily on account of adverse weather conditions. Substantial increase in, inter alia, employee benefit expenses at the tea estates has had a telling effect on the cost of production; levels of realization have also been under pressure which has affected profitability.

(2) Steps taken or proposed to be taken for improvement

With continued focus on agricultural and other practices it is believed that there would be an increase in production which together with Company's continued emphasis on quality should result in improved performance.

Notice (Continued)

(3) Expected increase in productivity and profits in measurable terms

Subject to vagaries of climatic conditions the Company expects to increase its crop to about 7.4 million Kgs. during the current year with resultant increase in profitability which would also depend on market conditions.

Item No. 7

Mr. Vinay K. Goenka (Mr. Goenka) had been reappointed as Chairman for a period of 3 years with effect from 1st April, 2013 (approved by the shareholders at the Annual General Meeting held on 28th April, 2014), which term of office expired on 31st March,2016. The Board at its Meeting held on 11th February, 2016 reappointed Mr. Goenka as Chairman of the Company for a period of 3 years with effect from 1st April, 2016, on the terms and conditions contained in the Agreement to be entered into by the Company with Mr. Goenka, subject to the approval of the Members of the Company and the Central Government in accordance with the requirements of Schedule V to the Companies Act, 2013 ('the Act'). The remuneration payable to Mr. Goenka for such period of reappointment has been approved by the Remuneration Committee on 10th February, 2016.

The principal terms and conditions of Mr. Goenka's reappointment are as follows:

A. Salary :

i)	From 1st April, 2016 to 31st March, 2017	-	₹ 3,35,000 per month
ii)	From 1st April, 2017 to 31st March, 2018	-	₹ 3,60,000 per month
iii)	From 1st April, 2018 to 31st March, 2019	-	₹ 3,85,000 per month

B. In addition to the above salary, bonus is payable to Mr Goenka, subject to a ceiling of 100 (One Hundred) percent of his annual salary as may be decided by the Board from time to time.

C. Perquisite entitlement of Mr. Goenka :

In addition to salary and bonus Mr Goenka will be entitled to perquisites like house rent allowance or furnished accommodation, gas, electricity, water and furnishings, use of Company cars, medical reimbursement for self and family, leave travel concession for self and family, club fees, personal accident insurance, retirement benefits etc., in accordance with the Rules of the Company; in addition, he may be paid a Special Allowance as may be decided by the Board from time to time. Perquisites shall be valued as per Income Tax Rules, wherever applicable, and in the absence of any such rule, shall be valued at actual cost.

The aggregate of the total salary and monetary value of all perquisites and retirement benefits in accordance with the Rules of the Company payable to Mr.Goenka and other Managing/ Whole-time Directors shall not exceed 10% of the profits of the Company calculated in accordance with Section 197 of the Act.

In the event of absence or inadequacy of profits of the Company in any financial year during the period of reappointment of Mr. Goenka, he shall be entitled to receive/ enjoy his aforesaid remuneration including perquisites as minimum remuneration subject to necessary approvals, including the Central Government, wherever so required.

Mr. Goenka will not receive any sitting fees for attending Meetings of the Board or any Committee thereof.

Notice (Continued)

The Agreement also sets out mutual rights and obligations of the parties.

The re-appointment and remuneration of Mr. Goenka as Chairman of the Company require the approval of the Members of the Company in General Meeting in terms of Part III of Schedule V to the Act and the remuneration payable also requires the approval of the Company in General Meeting under Section 197of the Act.

The re-appointment of Mr. Goenka on the terms proposed satisfies the conditions laid down in Parts I, II and Clause 1 of Part III of Schedule V to the Act.

Brief Resumé:

Mr. Goenka has almost four decades of experience in the tea industry and has held several important positions as Chairman of the Consultative Committee of Plantation Associations, Indian Tea Association and Darjeeling Planters Association, Chairman & Director of Indian Institute of Plantation Management and the Vice Chairman of the Tea Board of India. He has represented the Ministry of Commerce as Member of Trade delegation to Pakistan and of Tea Trade Delegation to FAO, Rome. Mr. Goenka is the Honorary Consul of Ecuador in Kolkata.

Expertise in specific Functional Areas :

Plantation, Manufacturing, Marketing and Export of Tea

There is no inter-se relationship between Mr. Goenka and any other Director of the Company

Directorships & Committee Memberships of other listed companies: Nil

A copy of the draft Agreement referred to in the Resolution set out in Item 7 of the convening Notice will be available for inspection by the Members of the Company at its Registered Office on any working day prior to the date of the meeting between 9.00 a.m. and 11.00 a.m. and will also be available at the Meeting.

The Special Resolution set out in Item 7 of the convening Notice has to be considered accordingly and the Board recommends its acceptance.

Except Mr Goenka being the appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 7 of the Convening Notice.

Suvira House
4B, Hungerford Street
Kolkata 700017
10th June, 2016

By Order of the Board
Siddhartha Roy
President-Legal
& Company Secretary

Notice (Continued)

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS

1) In compliance with the provisions of the Companies Act, 2013 and the Rules framed thereunder the Company is pleased to provide the Members facility of voting by electronic means in respect of business to be transacted at the Annual General Meeting (Meeting) which includes remote e-voting (i.e. voting electronically from a place other than the venue of the meeting) by using the electronic voting facility provided by Central Depository Services (India) Limited (CDSL). The facility for voting through Ballot (Polling) paper shall be made available at the Meeting and Members attending the meeting who have not cast their votes by remote e-voting shall be eligible to exercise their right to vote at the meeting through Polling paper.

2) Persons who have acquired shares and became Members after the despatch of the Notice of the Meeting but before the 'Cut-off Date' of 25th July, 2016 may obtain their user ID and Passwords for remote e-voting by sending a request to the Company's Registrar & Share Transfer Agent, C.B. Management Services (P) Ltd., P-22, Bondel Road, Kolkata – 700 019 at rta@cbmsl.com quoting DP ID/CL ID/Folio No. as the case may be along with PAN No.

3) The e-voting period commences on 29th July 2016 at 9.00 a.m. and ends on 31st July, 2016 at 5.00 p.m.

   The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder he shall not be allowed to change it subsequently.

   The instructions for shareholders voting electronically are as under :

   (i) The voting period begins on 29th July, 2016 (9.00 a.m.) and ends on 31st July 2016 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 25th July, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through Ballot paper/Polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast the vote by remote e-voting shall be able to exercise their right to vote at the Meeting through Ballot paper/ Polling paper.

   (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

   (iii) Click on "shareholders" tab.

   (iv) Now enter your User ID

      a. For CDSL : 16 digits beneficiary ID,
      b. For NSDL : 8 Character DP ID followed by 8 digits Client ID,
      c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

   (v) Next enter the image Verification as displayed and Click on Login.

Notice (Continued)

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, thereon your existing password is to be used.

(vii) If you are a first time user the steps given below :

	For Members holding 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) ● Members who have not updated their PAN with the Company/Depository Participant are required to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The sequence number has been sent separately along with these instructions. ● In case the sequence number is less than 8 digits enter the applicable number of 'o's before the number after the first two characters of the name in CAPITAL letters e.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company, please enter the Member Id /Folio Number in the Dividend Bank details field as mentioned in instruction (vii).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 for 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 another 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.

(xi) Click on the EVSN for the relevant 'Company Name' on which you choose to vote.

(xii) 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 that you assent to the Resolution and option NO implies that you dissent to the Resolution.

Notice (Continued)

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your Vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image Verification code and click on 'Forgot Password' & enter the details as prompted by the system.

(xviii) Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and signature of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create 'Compliance user' which 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 in.
- The list of accounts 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 they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) 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 .

The e-voting period commences on 29th July, 2016 (9.00 a.m.) and ends on 31st July, 2016 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically. The voting rights of shareholders shall be in proportion to their shares in the paid up equity shares capital of the Company as on the cut-off date of 25th July, 2016.

Mr. Salil Banerjee, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall unblock the votes cast through remote e-voting, after counting the votes cast at the meeting in the presence of atleast two (2) witnesses not in the employment of the Company and submit a consolidated Scrutinizer's Report of the votes cast in favour or against, if any forthwith to the Chairman of the Company.

Notice (Continued)

The Results shall be declared in accordance with applicable regulations and the same along with the Scrutinizer's Report shall be placed on the websites of the Company and CDSL immediately after the Results are declared by the Chairman; the Results shall also be forwarded to the Stock Exchanges where the shares of the Company are listed.

Suvira House
4B, Hungerford Street
Kolkata 700017
10th June, 2016

By Order of the Board
Siddhartha Roy
President-Legal
& Company Secretary

Directors' Report

Your Directors have pleasure in presenting their Thirty-ninth Annual Report to the Members together with the Audited Financial Statements for the year ended 31st March, 2016 :

Extract of Annual Return

The extract of the Annual Return is annexed as Annexure A.

Board Meetings

During the year six Board Meetings had been held, details whereof are available in Annexure H to this Report.

Directors' Responsibility Statement

In terms of Section 134(5) of the Companies Act, 2013 the Directors would like to state that:

(a) in preparation of the annual accounts, the applicable accounting standards had been followed alongwith proper explanation in case of material departures;

(b) the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

(c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) the Directors had prepared the annual accounts on a going concern basis;

(e) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

(f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Independent Directors

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

Nomination and Remuneration Policy

The Policy of the Company on Directors' appointment and remuneration including criteria for determining qualification, positive attributes, and independence of a Director and other associated matters including remuneration of employees is appended as Annexure B to this Report.

Particulars of loans, guarantees and investments

The details of the loans made by the Company is given in Notes 13 & 18 of the Notes to the Financial Statements.

The Company has not given any guarantee.

The details of the investments made by the Company is given in Note 11 of the Notes to the Financial Statements.

Directors' Report (Continued)

Related Party Contracts

The particulars of contracts or arrangements with related parties is appended as Annexure C.

Subsidiaries, Joint Ventures and Associate Companies

Warren Steels Private Limited ceased to be an Associate Company during the year. There were no other companies which have become/ceased to be Subsidiaries, Joint Ventures and Associate Companies during the year.

State of the Company's Affairs

	Current Year (₹ in Lakhs)	Previous Year (₹ in Lakhs)
Profit before Depreciation and Tax	946.28	*1629.44*
Less: Depreciation and Amortisation	332.30	*499.89*
Profit before Tax	613.98	*1129.55*
Tax Expense		
Current Tax	125.00	*(225.00)*
Deferred Tax	30.65	*104.74*
Profit for the year	458.33	*1249.81*
Balance brought forward from Previous Year	6998.60	*5748.79*
Balance carried to Balance Sheet	7456.93	*6998.60*

The major accounting policies as narrated in the Notes to the Financial Statements in Note 27 in conformity with the Accounting Standards which have been specified in the Companies Act, 2013 and the Rules framed thereunder have been followed as usual in the course of preparing and presenting these Accounts.

Maple Hotels & Resorts Limited ('Maple') continues to remain an Associate Company. Maple is in the hospitality business under the brand 'Vesta' having three hotels in Rajasthan with plans for further expansion. During the year, the Company acquired a further 35,00,000 Equity Shares of Maple subsequent to which the Company's holding in Maple stood at 46.92%. During the year ended 31st March, 2016, Maple recorded an increase of about 30% in its turnover to ₹ 1439.95 Lakhs from ₹ 1094.25 Lakhs in the previous year as well as registering a turnaround in its operating results having a profit before depreciation and tax of ₹ 33.42 Lakhs as against loss before depreciation and tax of ₹ 218.42 Lakhs in the previous year; however, in view of substantial capital additions in all its properties over the years, depreciation charges have been considerable which have affected ultimate profitability.

As required under Section 129(3) of the Companies Act, 2013 consolidated Financial Statements together with a statement containing the salient features of the Financial Statements of Maple forms a part of this Annual Report.

Deposits

The Company has not accepted any deposits within the meaning of Chapter V of the Companies Act, 2013.

Directors' Report (Continued)

Regulatory Orders

There have been no significant and material orders passed by Regulators/Courts/Tribunals impacting the going concern status and Company's operation in future.

Internal Control Systems

Your Company continues to have an adequate internal audit system carried out by firms of practising Chartered Accountants who submit Reports upon completion of audit for consideration by the Directors. The details of the Internal Control System and their adequacy are set out in the Management Discussion and Analysis Report forming part of the Board's Report.

Auditors' Report

Messrs B M Chatrath & Co., Statutory Auditors have submitted their Report in respect of the financial year 2015-16 under Section 143 of the Companies Act, 2013.

For the year ended 31st March, 2015, the Company was not required under law to have a Cost Audit carried out and accordingly there is no Cost Audit Report for that year.

Secretarial Audit Report

The Secretarial Audit Report given by Mr Salil Banerjee, Company Secretary in Practice is annexed to this Report as Annexure D.

Resumé of Performance

Your Company achieved a total revenue of ₹ 14314.07 Lakhs this financial year against ₹ 13139.70 Lakhs in the previous year ended on 31st March, 2015. The profits of your Company before providing for tax was ₹ 613.98 Lakhs as compared to ₹ 1129.55 Lakhs in the last financial year ended on 31st March, 2015. There has been substantial rise in cost of producing tea on account of considerable increase in employee benefit expenses at the tea estates as well as that of other inputs. Though the turnover for the year has moved up, the levels of realization have been under pressure which affected the profitability during the year.

Crop

Your Company's saleable crop was recorded at 7.18 Million Kgs. as compared to the previous year's production of 6.58 Million Kgs.

Comparative Crop figures during the past five years for its seven tea estates are given below:

Year Ended on	Saleable Crop In Million Kgs.
31.3.2016	7.18
31.3.2015	6.58
31.3.2014	7.77
31.3.2013	6.46
31.3.2012	7.51

Directors' Report (Continued)

Sales

Proceeds from sale of tea amounted to ₹ 13711.00 Lakhs for the year under review as against ₹ 12967.87 Lakhs in the previous year.

Quality

Your Company continues with its policy of manufacture only from its own leaf which coupled with maintaining sound agricultural practices ensure Quality.

Your Directors continue to ensure that teas of your Company are produced in a socially responsible way. All tea estates of your Company continue to be participants of the Ethical Tea Partnership Programme (ETP) of U. K. This is further reaffirmed by all the seven tea estates of your Company having obtained Rainforest Alliance Certification as well as ISO 22000:2005 Certification. Further, your Company's Integrated Pest Management Policy for agro inputs conforms not only to the Plant Protection Code of the Tea Board of India but also to the stringent conditions of the European Commission of the European Union (EU). Your Company continues with its emphasis on the critical issues of Maximum (Permissible Chemicals) Residue Limits (MRLs).

Exports

Exports for the year was ₹ 1673.72 Lakhs against ₹ 746.02 Lakhs for the previous year.

Prospects

Though the climatic conditions remains as usual, arbitrary and unpredictable, it is believed that with continued focus on agricultural and other practices in the current year there would be an increase in the Company's production which together with the Company's continued efforts to produce quality teas should result in improved performance during the current year.

Shareholders

Your management is of the view that considering the performance for the year, it would be prudent to conserve and use resources in the tea estates for sustainable development. Accordingly, your Directors have considered not to declare any dividend for the year under review.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

(A) Conservation of energy:

Your Company as a responsible corporate citizen keeps a continuous watch on the matter of energy consumption and conservation. The expenditure on energy is a major component of the manufacturing cost. Therefore, it is your Company's endeavour to regulate consumption of energy whereby costs on this account does not increase unnecessarily. Further, wastage of energy not only contributes to National loss but also has a direct negative impact on the ecology.

Directors' Report (Continued)

Your Directors and Senior Management being sensible to this issue makes efforts to take steps with a view to conserve and reduce consumption of energy by better and judicious use of energy consuming devices. Continuous monitoring leads to reduced power consumption including by replacement of old equipment with newer more energy efficient equipment. Machines are replaced, layouts are changed and other modifications are carried out wherever possible with a view to maximize efficiency and reduce energy consumption.

Your Company in a phased manner replaces incandescent electric bulbs with CFL/LED bulbs to save energy which substantially cuts down on energy consumption.

Your Company has also replaced conventional gas burners with the economic burners along with IPRS (Integrated Pressure Regulating System) to curb excess consumption of gas being used for production in some of the estates in a phased out manner.

Your Management at the Estates are also making all efforts to utilize each machine on optimum capacity which has shown a positive impact in reducing the working hours leading to power saving.

(i) The steps taken by the Company for utilizing alternate sources of energy:

During the year under review no steps have been taken for utilizing alternate sources of energy by your Company.

(ii) The capital investment on energy conservation equipment:

Additional investments and proposals include new and efficient VFBD (Vibro Fluid Bed Drier) and Continuous Fermenting Machine and economic burners along with IPRS for upliftment of production output and to reduce longer operational hours thereby leading to savings in energy consumption and mandays. Keeping in mind efficient energy consumption, your Company works in tandem with the State Electricity Board for upgradation and maintenance of overhead power transmission lines for better availability of Grid Power.

(B) Technology absorption:

(i) The efforts made towards technology absorption;

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution;

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) -

(a) the details of technology imported;

(b) the year of import;

(c) whether the technology been fully absorbed;

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and

Not Applicable

(iv) The expenditure incurred on Research and Development : ₹ 15.15 Lakhs

The Company did not carry out any R & D activities. However, during the year the Company subscribed a sum of ₹ 15.15 Lakhs to Tea Research Association ('TRA') which has been set up for the purpose of carrying out research aimed at improving various

Directors' Report (Continued)

aspects of tea plantations who derive benefit from such detailed work carried out by TRA. The expenses for such work are collectively borne by TRA from the contributions made by various tea companies.

(C) Foreign exchange earnings and outgo:

Foreign exchange	— Earned (Gross)	— `	1697.98	Lakhs
	— Outgo	— `	25.34	Lakhs

Risk Management

The Company has always been sensible to managing business risks and has in place a Risk Management Policy and Plan towards the same. The Company has constituted a Risk Management Committee, the details of which are set out in the Corporate Governance Report at Annexure H to this Report.

Corporate Social Responsibility

The Corporate Social Responsibility Committee, consists of Mrs Sonia Barman as Chairperson and Mrs Anup Kaur Bindra, Mr Vinay K Goenka and Mr S K Ghosh as Members with President-Legal & Company Secretary as its Secretary. The broad terms of reference of the Corporate Social Responsibility (CSR) Committee are:

- Formulate and recommend to the Board, the CSR Policy
- Recommend the amount of expenditure to be incurred on the activities undertaken
- Monitor the CSR Policy of the Company from time to time
- Review the performance of the Company in the area of CSR including the evaluation of the impact of the Company's CSR activities
- Review the Company's disclosure of CSR matters

The CSR Policy and initiatives taken by the Company on Corporate Social Responsibility during the year have been annexed as Annexure E to this Report.

Board Evaluation

The Nomination and Remuneration Committee had approved the Board Evaluation Policy. All the Directors including Independent Directors and the Non-Independent Directors have contributed their inputs in the process of evaluation of the Directors. The Independent Directors and the Nomination and Remuneration Committee Members have reviewed the performance of all the Directors including the Chairman and the Managing Director and thence the performance of the Board as a whole. The Board in turn, with such inputs have carried out annual evaluation of its own performance, its Committees and individual Directors.

Audit Committee

The Audit Committee comprises of three non-executive Independent Directors. Details of the Committee alongwith their terms of reference, composition, and meetings held during the year, are provided in the report on Corporate Governance in Annexure H to this Report.

Vigil Mechanism Committee

The Company has a Vigil Mechanism for directors and employees to report their genuine concerns which is overseen by the Audit Committee which also acts as the Vigil Mechanism Committee. The Vigil Mechanism provides the Whistle Blower to lodge Protected Disclosure in writing to

Directors' Report (Continued)

the Committee in the form of a letter in a closed envelope or by e-mail to the dedicated address; protection to genuine Whistle Blowers would be given against any unfair treatment and any abuse of this protection will attract disciplinary action.

Nomination and Remuneration Committee

The Committee consists of Mr S Bhoopal as Chairman, Mrs Sonia Barman and Mr N Dutta as members; it recommends to the Board the Remuneration Package of Directors and Key Managerial Personnel. Details of the Committee are set out in the Report on Corporate Governance in Annexure H to this Report.

The Nomination and Remuneration Committee has formulated a policy for evaluation of Directors which contains evaluation criteria; such criteria include contributing to, monitoring and reviewing etc. and has acted upon the same.

Stakeholders Relationship Committee

The Committee consists of Mr S Bhoopal as the Chairman and Mrs Anup Kaur Bindra, Mr Vinay K Goenka and Mr S K Ghosh as members. Details of the Committee are provided in the Report on Corporate Governance in Annexure H to this Report.

Details of Directors/Key Managerial Personnel

In accordance with the Articles of Association of the Company, Mr Vinay K Goenka retires by rotation and being eligible has offered himself for re-appointment.

As profits for the year 2015-16 are not adequate to pay the respective contractual remuneration to Mr Vinay K Goenka and Mr S K Ghosh, applications have been made to the Central Government for approval to payment of their respective contractual remuneration for that year; as Mr Ghosh's present contract is upto 31.3.2017, such application has been made for payment of his contractual remuneration to Mr Ghosh also for the year 2016-17.

Mr Vinay K Goenka, was reappointed as Chairman for a period of three years with effect from 1st April, 2016 subject to approval of the shareholders and the Central Government, as may be required.

Personnel

In accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the particulars of Directors and employees are set out in Annexure F to this Report.

Your Company continues with its focus on the welfare of its workers who form its major asset. In addition to the continuing implementation of three-year Wage Agreement for the tea estate workers, two other industry-wide settlements on restructuring of promotions of staff and on new pay scales for subordinate staff for tea estates were concluded and duly implemented during the year under review.

Industrial Relations remained cordial throughout the year and your Board of Directors wish to place on record its sincere appreciation for the services rendered by the executives, staff and workers at all levels and for the smooth functioning of all estates. All estates of your Company are certified under the Rainforest Alliance thereby showing firm commitment towards sustainability

Directors' Report (Continued)

as well as workers' health, hygiene and safety. It is your Company's endevour to provide safe, healthy and sustainable work environment in all the estates.

The Company has always believed in a policy against sexual harassment which has also found its place in the governing Codes of Conduct and Ethics applicable to its employees which includes a mechanism to redress such complaints. During the year under review there were no complaints of sexual harassment at any of the units.

Corporate Governance

In compliance with the disclosures required under the said Regulation 27 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ,a Management Discussion and Analysis Report is provided in Annexure G.

The Report on Corporate Governance as required under the aforesaid Clause is also provided in Annexure H to this Report, together with the Declaration affirming compliance with the Code of Conduct of the Company and Auditors' Certificate on compliance with the conditions of Corporate Governance.

Auditors

The re-appointment of Messrs B M Chatrath & Co., Chartered Accountants, Statutory Auditors of the Company was approved by the Members at the thirty-seventh Annual General Meeting held on 10th September, 2014 to hold office till the conclusion of the forty-second Annual General Meeting. The same is being placed for ratification by the Members at the ensuing thirty-ninth Annual General Meeting as required by the Companies Act, 2013. Messrs Shome & Banerjee, Cost Accountants have been appointed for audit of Cost Accounts maintained by the Company for the year ending 31st March, 2017 and their remuneration is being placed for approval of the Shareholders at the forthcoming Annual General Meeting.

Kolkata
26th May, 2016

Vinay K. Goenka
Chairman

Annexure 'A' to the Directors' Report

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31.03.2016

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

I. REGISTRATION AND OTHER DETAILS:

(i)	CIN	: L01132AS1977PLC001706
(ii)	Registration Date	: 31.05.1977
(iii)	Name of the Company	: WARREN TEA LIMITED
(iv)	Category/Sub-Category of the Company	: Company Limited by shares
(v)	Address of the Registered office and contact details	: Deohall Tea Estate, P.O. : Hoogrijan, Dist. : Tinsukia, Assam 786601
	Telephone No.	: 0374 2911369
(vi)	Whether listed company	: Yes
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	: CB Management Services (P) Ltd. P-22 Bondel Road, Kolkata 700 019
	Telephone No.	033-40116700/22806692/22823643/22870263

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1.	Plantation of Tea	0100	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary /Associate	% of shares held	Applicable Section
1.	Maple Hotels & Resorts Limited Suvira House, 4B Hungerford Street, Kolkata 700 017	U70101WB2000PLC091582	Associate Company	46.92%	2(6)

Annexure 'A' to the Directors' Report (Continued)

IV. 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**									
a) Individual/HUF	2743039	–	2743039	22.9528	2743039	–	2743039	22.9528	–
b) Central Govt.	–	–	–	–	–	–	–	–	–
c) State Govt.(s)	–	–	–	–	–	–	–	–	–
d) Bodies Corp.	1677755	–	1677755	14.0388	1677755	–	1677755	14.0388	–
e) Banks/F.I.	–	–	–	–	–	–	–	–	–
f) Any Other	–	–	–	–	–	–	–	–	–
Sub-total (A) (1)	**4420794**	–	**4420794**	**36.9916**	**4420794**	–	**4420794**	**36.9916**	–
(2) Foreign									
a) NRIs-Individuals	–	–	–	–	–	–	–	–	–
b)Other-Individuals	–	–	–	–	–	–	–	–	–
c) Bodies Corp.	4527005	–	4527005	37.8803	4527005	–	4527005	37.8803	–
d) Banks/F.I.	–	–	–	–	–	–	–	–	–
e) Any Other	–	–	–	–	–	–	–	–	–
Sub-total (A) (2)	**4527005**	–	**4527005**	**37.8803**	**4527005**	–	**4527005**	**37.8803**	–
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**8947799**	–	**8947799**	**74.8719**	**8947799**	–	**8947799**	**74.8719**	–
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	—	42	42	0.0004	—	42	42	0.0004	—
b) Banks/F.I.	79	178	257	0.0022	79	178	257	0.0022	–
c) Central Govt.	–	—	—	—	—	—	—	—	–
d) State Govt (s)	–	—	—	—	—	—	—	—	–
e) Venture Capital Funds	–	—	—	—	—	—	—	—	–
f) Insurance Companies	—	178	178	0.0015	—	178	178	0.0015	—
g) FIIs	—	—	—	—	—	—	—	—	—
h) Foreign Venture Capital Funds	–	—	—	—	—	—	—	—	–
i) Others	–	—	—	—	—	—	—	—	–
Sub-total (B)(1)	**79**	**398**	**477**	**0.0040**	**79**	**398**	**477**	**0.0040**	–

Annexure 'A' to the Directors' Report (Continued)

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	146965	7561	154526	1.2930	144853	7561	152414	1.2753	(0.0177)
ii) Overseas	–	–	–	–	–	–	–	–	–
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 1 lakh	851477	404068	1255545	10.5059	843198	394719	1237917	10.3584	(0.1475)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1556634	34518	1591152	13.3142	1576374	34518	1610892	13.4794	0.1652
c) Qualified Foreign Investor	–	–	–	–	–	–	–	–	–
d) Others	–	–	–	–	–	–	–	–	–
e) Trust	1305	–	1305	0.0109	1305	–	1305	0.0109	–
Sub-total (B)(2)	**2556381**	**446147**	**3002528**	**25.1241**	**2565730**	**436798**	**3002528**	**25.1241**	–
Total Public Shareholding **(B)=(B)(1)+(B)(2)**	**2556460**	**446545**	**3003005**	**25.1281**	**2565809**	**437196**	**3003005**	**25.1281**	–
TOTAL (A)+(B)	**11504259**	**446545**	**11950804**	**100.0000**	**11513608**	**437196**	**11950804**	**100.0000**	–
C. Shares held by Custodian for GDRs & ADRs									
1. Promoter and Promoter Group	–	–	–	–	–	–	–	–	–
2. Public	–	–	–	–	–	–	–	–	–
Sub-Total (C)	–	–	–	–	–	–	–	–	–
Grand Total (A+B+C)	**11504259**	**446545**	**11950804**	**100.0000**	**11513608**	**437196**	**11950804**	**100.0000**	–

Annexure 'A' to the Directors' Report (Continued)

(ii) ***Shareholding of Promoters***

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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 Comapny	% of Shares Pledged/ encumbered to total shares	% change in share holding during the Year
1.	Vinay Kumar Goenka	1816409	15.19	NIL	1816409	15.19	NIL	NIL
2.	Vinay Kumar Goenka (HUF)	188192	1.57	NIL	188192	1.57	NIL	NIL
3.	Vivek Goenka	738438	6.18	NIL	738438	6.18	NIL	NIL
4.	Maple Hotels & Resorts Limited	371104	3.11	NIL	1598224	13.38	NIL	10.27
5.	Sectra Plaza Private Limited	79531	0.67	NIL	79531	0.67	NIL	NIL
6.	DPIL Limited	1227120	10.27	NIL	—	—	NIL	(10.27)
7.	Ashdene Investments Limited	1181505	9.89	NIL	1181505	9.89	NIL	NIL
8.	Isis Enterprises Limited	1102785	9.23	NIL	1102785	9.23	NIL	NIL
9.	Enez Investments Limited	551346	4.61	NIL	551346	4.61	NIL	NIL
10.	Maygrove Investments Limited	630106	5.27	NIL	630106	5.27	NIL	NIL
11.	Maru Limited	525318	4.40	NIL	525318	4.40	NIL	NIL
12.	Woodcutter Limited	535945	4.48	NIL	535945	4.48	NIL	NIL
	Total	**8947799**	**74.87**	**NIL**	**8947799**	**74.87**	**NIL**	**NIL**

Annexure 'A' to the Directors' Report (Continued)

(iii) ***Change in Promoters' Shareholding (please specify, if there is no change)***

Sl. No.	Shareholder's Name	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.	**Maple Hotels & Resorts Limited** At the beginning of the year (01/04/2015)	371104	3.11	371104	3.11
	Date-wise Increase in Promoters Shareholding during the year consequent upon amalgamation of DPIL Limited with Maple Hotels & Resorts Limited effected on 04/03/2016	1227120	10.27	1598224	13.38
	At the End of the Year (31/03/2016)	1598224	13.38	1598224	13.38
2.	**DPIL Limited** At the beginning of the year (01/04/2015)	1227120	10.27	1227120	10.27
	Date-wise Decrease in Promoters Shareholding during the year consequent upon amalgamation of DPIL Limited with Maple Hotels & Resorts Limited effected on 04/03/2016	1227120	10.27	—	—
	At the End of the Year (31/03/2016)	—	—	—	—

(iv) ***Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):***

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Top 10 Shareholders	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	**Chandra Kumar Dhanuka, Pradip Kumar Khaitan, Dharampal Jindal** At the beginning of the year (01/04/2015)	1416074	11.85	1416074	11.85
	Date-wise Increase/Decrease during the year	—	—	—	—

Annexure 'A' to the Directors' Report (Continued)

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Top 10 Shareholders	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the End of the Year (or on the date of separation, if separated during the year) (31/03/2016)	1416074	11.85	1416074	11.85
2.	**Radhe Shyam Saraf** At the beginning of the year (01/04/2015)	44225	0.37	44225	0.37
	Date-wise Increase/Decrease during the year	—	—	—	—
	At the End of the Year (or on the date of separation, if separated during the year) (31/03/2016)	44225	0.37	44225	0.37
3.	**Chandmull Batia** At the beginning of the year (01/04/2015)	34518	0.29	34518	0.29
	Date-wise Increase/Decrease during the year	—	—	—	—
	At the End of the Year (or on the date of separation, if separated during the year) (31/03/2016)	34518	0.29	34518	0.29
4.	**Vinodchandra Mansukhlal Parekh, Sanjeev Vinodchandra Parekh** At the beginning of the year (01/04/2015)	33093	0.28	33093	0.28
	Date-wise Increase/Decrease during the year	—	—	—	—
	At the End of the Year (or on the date of separation, if separated during the year) (31/03/2016)	33093	0.28	33093	0.28
5.	**Ratnabali Capital Markets Private Limited** At the beginning of the year (01/04/2015)	69562	0.58	69562	0.58
	Date-wise Increase/Decrease during the year – Transfer				
	Decrease (13.08.2015)	57	—	69505	0.58
	Decrease (21.08.2015)	20	—	69485	0.58
	Decrease (25.09.2015)	120	—	69365	0.58
	Decrease (16.10.2015)	554	—	68811	0.58

Annexure 'A' to the Directors' Report (Continued)

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Top 10 Shareholders	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	Decrease (23.10.2015)	148	—	68663	0.57
	Decrease (20.11.2015)	11963	0.10	56700	0.47
	Decrease (27.11.2015)	1500	0.01	55200	0.46
	Decrease (25.12.2015)	669	0.01	54531	0.46
	Decrease (31.12.2015)	941	0.01	53590	0.45
	Decrease (01.01.2016)	6990	0.06	46600	0.39
	Decrease (08.01.2016)	13900	0.12	32700	0.27
	At the End of the Year (or on the date of separation, if separated during the year) (31/03/2016)	32700	0.27	32700	0.27
6.	**Chandrika Vinodchandra Parekh Vinodchandra Mansukhlal Parekh** At the beginning of the year (01/04/2015)	28369	0.24	28369	0.24
	Date-wise Increase/Decrease during the year	—	—	—	—
	At the End of the Year (or on the date of separation, if separated during the year) (31/03/2016)	28369	0.24	28369	0.24
7.	**Edelweiss Broking Ltd.** At the beginning of the year (01/04/2015)	2061	0.02	2061	0.02
	Date-wise Increase/Decrease during the year – Transfer				
	Increase (03.04.2015)	8	—	2069	0.02
	Increase (10.04.2015)	384	—	2453	0.02
	Decrease ((17.04.2015)	17	—	2436	0.02
	Decrease (24.04.2015)	100	—	2336	0.02
	Decrease (01.05.2015)	8	—	2328	0.02
	Increase (15.05.2015)	98	—	2426	0.02
	Increase (22.05.2015)	34	—	2460	0.02
	Increase (29.05.2015)	91	—	2551	0.02
	Increase (05.06.2015)	136	—	2687	0.02
	Increase (12.06.2015)	9	—	2696	0.02
	Decrease (19.06.2015)	200	—	2496	0.02
	Decrease (26.06.2015)	1334	0.01	1162	0.01
	Increase (13.08.2015)	120	—	1282	0.01
	Increase (14.08.2015)	15	—	1297	0.01
	Increase (21.08.2015)	910	0.01	2207	0.02
	Increase (28.08.2015)	1462	0.01	3669	0.03
	Increase (04.09.2015)	761	0.01	4430	0.04

Annexure 'A' to the Directors' Report (Continued)

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Top 10 Shareholders	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	Increase (11.09.2015)	869	0.01	5299	0.04
	Decrease (18.09.2015)	942	0.01	4357	0.04
	Increase (30.09.2015)	200	—	4557	0.04
	Increase (02.10.2015)	454	—	5011	0.04
	Increase (09.10.2015)	712	0.01	5723	0.05
	Increase (16.10.2015)	35	—	5758	0.05
	Increase (06.11.2015)	1731	0.01	7489	0.06
	Increase (13.11.2015)	2179	0.02	9668	0.08
	Decrease (20.11.2015)	2278	0.02	7390	0.06
	Increase (11.12.2015)	252	—	7642	0.06
	Decrease (18.12.2015)	7529	0.06	113	—
	Increase (01.01.2016)	10000	0.08	10113	0.08
	Increase (08.01.2016)	10140	0.08	20253	0.07
	Increase (15.01.2016)	2984	0.02	23237	0.09
	Increase (22.01.2016)	1814	0.02	25051	0.21
	Increase (29.01.2016)	52	—	25103	0.21
	Increase (12.02.2016)	373	—	25476	0.21
	Increase (19.02.2016)	1213	0.01	26689	0.22
	Increase (26.02.2016)	1163	0.01	27852	0.23
	Increase (04.03.2016)	951	0.01	28803	0.24
	Increase (11.03.2016)	369	—	29172	0.24
	Decrease (18.03.2016)	976	0.01	28196	0.24
	At the End of the Year (or on the date of separation, if separated during the year) (31/03/2016)	28196	0.24	28196	0.24
8.	**Pradeep Kumar Saraf** At the beginning of the year (01/04/2015)	4103	0.03	4103	0.03
	Date-wise Increase/Decrease during the year – Transfer				
	Increase (12.06.2015)	429	—	4532	0.04
	Increase (30.06.2015)	253	—	4785	0.04
	Increase (31.07.2015)	1419	0.01	6204	0.05
	Increase (07.08.2015)	1502	0.01	7706	0.06
	Increase (20.11.2015)	975	0.01	8681	0.07
	Increase (18.12.2015)	7529	0.06	16210	0.14
	At the End of the Year (or on the date of separation, if separated during the year) (31/03/2016)	16210	0.14	16210	0.14

Annexure 'A' to the Directors' Report (Continued)

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Top 10 Shareholders	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	(or on the date of separation, if separated during the year) (31/03/2016)	16210	0.14	16210	0.14
9.	**Sunil Kumar Gupta** At the beginning of the year (01/04/2015)	9003	0.08	9003	0.08
	Date-wise Increase/Decrease during the year – Transfer				
	Decrease (29.05.2015)	1000	0.01	8003	0.07
	Decrease (05.06.2015)	710	0.01	7293	0.06
	Decrease (12.06.2015)	25	—	7268	0.06
	Decrease (26.06.2015)	268	—	7000	0.06
	Increase (17.07.2015)	2608	0.02	9608	0.08
	Increase (24.07.2015)	1000	0.01	10608	0.09
	Increase (31.07.2015)	98	—	10706	0.09
	Increase (07.08.2015)	620	0.01	11326	0.09
	Increase (13.08.2015)	300	—	11626	0.10
	Increase (21.08.2015)	265	—	11891	0.10
	Increase (04.09.2015)	128	—	12019	0.10
	Increase (11.09.2015)	412	—	12431	0.10
	Increase (25.09.2015)	110	—	12541	0.10
	Increase (02.10.2015)	500	—	13041	0.11
	Increase (23.10.2015)	386	—	13427	0.11
	Increase (30.10.2015)	500	—	13927	0.12
	Increase (20.11.2015)	573	—	14500	0.12
	Increase (11.12.2015)	500	—	15000	0.13
	At the End of the Year (or on the date of separation, if separated during the year) (31/03/2016)	15000	0.13	15000	0.13
10.	**Henko Commodities Pvt. Ltd.** At the beginning of the year (01/04/2015)	13827	0.12	13827	0.12
	Date-wise Increase/Decrease during the year	—	—	—	—
	At the End of the Year (or on the date of separation, if separated during the year) (31/03/2016)	13827	0.12	13827	0.12

Annexure 'A' to the Directors' Report (Continued)

(v) ***Shareholding of Directors and Key Managerial Personnel:***

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directos and KMP	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	**Vinay Kumar Goenka – Chairman**				
	At the beginning of the year (01/04/2015)	1816409	15.19	1816409	15.19
	Date-wise Increase/Decrease during the year	—	—	—	—
	At the End of the Year (31/03/2016)	1816409	15.19	1816409	15.19
2.	**Vinay Kumar Goenka (HUF)**				
	At the beginning of the year (01/04/2015)	188192	1.57	188192	1.57
	Date-wise Increase/Decrease during the year	—	—	—	—
	At the End of the Year (31/03/2016)	188192	1.57	188192	1.57
3.	**S K Ghosh–Managing Director**				
	At the beginning of the year (01/04/2015)	1	—	1	—
	Date-wise Increase/Decrease during the year	—	—	—	—
	At the End of the Year (31/03/2016)	1	—	1	—
4.	**N Dutta – Director**				
	At the beginning of the year (01/04/2015)	10	—	10	—
	Date-wise Increase/Decrease during the year	—	—	—	—
	At the End of the Year (31/03/2016)	10	—	10	—
5.	**S Bhoopal – Director**				
	At the beginning of the year (01/04/2015)	1	—	1	—
	Date-wise Increase/Decrease during the year	—	—	—	—
	At the End of the Year (31/03/2016)	1	—	1	—
6.	**S Roy – President Legal & Company Secretary**				
	At the beginning of the year (01/04/2015)	1	—	1	—
	Date-wise Increase/Decrease during the year	—	—	—	—
	At the End of the Year (31/03/2016)	1	—	1	—

Annexure 'A' to the Directors' Report (Continued)

V. INDEBTEDNESS

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

(₹ in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	268.03	—	—	268.03
(ii) Interest due but not paid	—	—	—	—
(iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	**268.03**	—	—	**268.03**
Change in Indebtedness during the financial year				
● Addition	1008.79	—	—	1008.79
● Reduction	(237.21)	—	—	(237.21)
Net Change	**771.58**	—	—	**771.58**
Indebtedness at the end of the financial year				
(i) Principal Amount	1030.82	—	—	1030.82
(ii) Interest due but not paid	8.79	—	—	8.79
(iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	**1039.61**	—	—	**1039.61**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Chairman and Managing Director:

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Vinay K Goenka (Chairman)	S K Ghosh (Managing Director)	Total Amount
1.	Gross Salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	113.05	100.38	213.43
(b)	Value of perquisites u/s 17(2) of the Income-Tax Act, 1961	9.60	0.73	10.33
(c)	Profits in lieu of salary under section 17(3) of the Income-Tax Act, 1961	—	—	—
2.	Stock Option	—	—	—
3.	Sweat Equity	—	—	—
4.	Commission			
	- as % of profit	—	—	—
	- others	—	—	—
5.	Others	—	—	—
	Total (A)	**122.65**	**101.11**	**223.76**

Annexure 'A' to the Directors' Report (Continued)

(₹ in Lakhs)

B. *Remuneration to other Directors:*

Sl. No.	Particulars of Remuneration	Nilotpal Dutta	Sriprakash Bhoopal	Anup Kaur Bindra	Lalit Kumar Halwasiya	Sonia Barman	Total Amount
1.	Independent Directors ● Fee for attending board / committee meetings ● Commission ● Others, please specify	0.28 — —	1.19 — —	0.91 — —	0.80 — —	0.51 — —	3.69 — —
	Total (1)	**0.28**	**1.19**	**0.91**	**0.80**	**0.51**	**3.69**
2.	Other Non- Executive Directors	—	—	—	—	—	—
	Total (2)	—	—	—	—	—	—
	Total (B)=(1+2)	**0.28**	**1.19**	**0.91**	**0.80**	**0.51**	**3.69**
	Total Managerial Remuneration	**0.28**	**1.19**	**0.91**	**0.80**	**0.51**	**3.69**
	Overall Ceiling as per the Act	NOT APPLICABLE					

C. *Remuneration to Key Managerial Personnel other than MD/Manager/WTD:*

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	S. Roy (President – Legal & Company Secretary)	S K Mukhopadhyay (Chief Financial Officer)	Total Amount
1.	Gross Salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	28.40	23.81	52.21
(b)	Value of perquisites u/s 17(2) of the Income-Tax Act, 1961	3.50	0.26	3.76
(c)	Profits in lieu of salary under section 17(3) of the Income-Tax Act, 1961	—	—	—
2.	Stock Option	—	—	—
3.	Sweat Equity	—	—	—
4.	Commission			
	- as % of profit	—	—	—
	- others, specify	—	—	—
5.	Others	—	—	—
	Total	**31.90**	**24.07**	**55.97**

Annexure 'A' to the Directors' Report (Continued)

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
A. WARREN TEA LIMITED					
Penalty	NIL				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	217(1) & 217(1e)	Disputed Agricultural Tax Liability & Specific non-disclosure of Subscription paid to Tea Research Association	90000	CLB	—
	211(1) & (2)	Treatment of Foreign travel expenses Payment of Commission on sale of goods Disclosure of investments	56000	CLB	
C : OTHER OFFICERS IN DEFAULT					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	217(1) & 217(1e)	Disputed Agricultural Tax Liability & Specific non-disclosure of Subscription paid to Tea Research Association	18000	CLB	—
	211(1) & (2)	Treatment of Foreign travel expenses Payment of Commission on sale of goods Disclosure of investments	17500	CLB	

Annexure 'B' to the Directors' Report

POLICY RELATING TO NOMINATION AND REMUNERATION

1) Objectives
   a) Identify persons who are qualified to become Directors and who may be appointed in Senior Management and recommend their appointment and removal.
   b) Carry out evaluation of every Director's performance.
   c) Formulate criteria for determining qualifications, positive attributes and independence of a Director.
   d) Set out criteria relating to the remuneration for the Directors, KMP and other employees.
2) General Appointment Criteria
   a) To consider standards of integrity and probity, qualification, expertise, positive attributes and experience of the person for recommendation of appointment as Director, KMP or at Senior Management level.
   b) To ensure that the person so appointed as Director/Independent Director/KMP/ Senior Management Personnel meets the requirements of the Companies Act, 2013, Rules made thereunder, Listing Agreement or any other enactment for the time being in force.
   c) The Director/Independent Director/KMP/Senior Management Personnel shall be appointed as per the procedure laid under the provisions of the Companies Act, 2013, Rules made thereunder, Listing Agreement or any other enactment for the time being in force.
3) Board Diversity

   The Board shall have a combination of Directors from different areas/industries as may be considered appropriate.
4) Remuneration
   a) To consider and determine the Remuneration, based on the principles of (i) pay for responsibilities, (ii) pay for performance and potential and (iii) pay for growth and ensure that the remuneration fixed is reasonable and sufficient to attract, retain and motivate talent.
   b) To take into account financial position of the Company, trend in the Industry, statutory, contractual and other obligations, appointee's qualification, experience, past performance, past remuneration, etc.
   c) To bring about objectivity in determining the remuneration package while striking a balance between the interest of the company and the Stakeholders.
   d) To consider other factors as shall be deemed appropriate for elements of the remuneration and ensure compliance of provisions of Companies Act, 2013 and other applicable laws.
   e) To ensure that a balance is maintained between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company in the remuneration of Senior Management, Key Managerial Personnel and others as may be considered appropriate.

Annexure 'C' to the Directors' Report

Form No. AOC - 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis	:	Nil
2. Details of material contracts or arrangement or transactions at arm's length basis	:	No material contracts or arrangement or transactions has been entered into with Related Parties in terms of provisions of Section 188 (1) of the Companies Act, 2013.

Annexure 'D' to the Directors' Report

Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

TO,
THE MEMBERS,
WARREN TEA LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **WARREN TEA LIMITED** ('the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31ST MARCH, 2016** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31ST MARCH, 2016** according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 till 14th May, 2015 & Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 from 15th May, 2015;

Annexure 'D' to the Directors' Report (Continued)

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (NOT APPLICABLE TO THE COMPANY DURING THE PERIOD UNDER AUDIT)

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (NOT APPLICABLE TO THE COMPANY DURING THE PERIOD UNDER AUDIT)

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (NOT APPLICABLE TO THE COMPANY DURING THE PERIOD UNDER AUDIT)

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (NOT APPLICABLE TO THE COMPANY DURING THE PERIOD UNDER AUDIT)

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (NOT APPLICABLE TO THE COMPANY DURING THE PERIOD UNDER AUDIT) and

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 from 1st December, 2015;

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with BOMBAY STOCK EXCHANGE and CALCUTTA STOCK EXCHANGE till 30th November, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate

Annexure 'D' to the Directors' Report (Continued)

with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I have relied on the representation made by the Company, its Officers and Reports of the Statutory Auditor for systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company as listed in **Annexure 1**.

I further report that during the audit period the company has pursuant to the provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 accorded its consent to the Board to borrow money more than the paid-up capital and free reserves but the amount borrowed may not exceed at any time the sum of Rupees Seventy Five crores.

Place: KOLKATA
Date: 26. 05. 2016

SALIL BANERJEE
FCS 2288 CP 1140

This report should be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

Annexure 'D' to the Directors' Report (Continued)

ANNEXURE A

To,
The Members
WARREN TEA LIMITED

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on there secretarial records based on our audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: KOLKATA
Date: 26.05.2016

SALIL BANERJEE
FCS 2288 CP 1140

Annexure 'D' to the Directors' Report (Continued)

ANNEXURE 1

The List of Various Applicable Laws to the Company

1. Factories Act 1948,
2. Plantations Labour Act, 1951,
3. Water (Prevention and Control of Pollution) Act, 1974,
4. Maternity Benefit Act, 1961,
5. Minimum Wages Act, 1948,
6. Employees' Provident Funds & Miscellaneous Provisions Act, 1952
7. Contract labour (Regulation & Abolition) Assam Act, 1970
8. Payment of Gratuity Act, 1972
9. Payments of Bonus Act, 1965
10. The Assam General Sales Tax Act, 1993
11. Income Tax Act, 1961
12. Central Excise Act, 1944
13. The Assam Electricity Duty Act, 1964
14. Customs Act, 1962
15. Motor Vehicles Act, 1988
16. Indian Telegraph Act, 1885
17. Collection of Statistics Act, 1953
18. Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959
19. Petroleum Act, 1934
20. Central Sales Tax Act, 1956
21. Tea Act, 1953
22. Industrial Disputes Act, 1947
23. The Assam Value Added Tax Act, 2003
24. Legal Metrology Act, 2009
25. Employees' Compensation Act, 1923
26. Food Safety & Standards Act, 2006
27. Payment of Wages Act, 1936
28. The Assam Tea Plantations Provident Fund Scheme Act, 1955
29. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Rederessal) Act, 2013

Annexure 'E' to the Directors' Report

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. Outline of the Company's Policy

   The Company, since its inception has been committed to do business while improving the quality of life of the workforce and their families as well as the community and society at large.

   The Company is also deeply sensible of its responsibilities not only to its stakeholders but also to the society at large. The CSR initiative focuses on-

   - Eradication of hunger and poverty
   - Health care and hygiene and sanitation
   - Education including vocational skills and livelihood enhancement
   - Gender, social and economic equality
   - Empowerment of Women
   - Care for senior citizens
   - Environmental sustainability
   - Protection of national heritage, art and culture
   - Benefit of armed forces veterans, war widows and their dependents
   - Training for promotion of sports
   - Contribution to funds approved by the Central Government
   - Rural development

CSR Policy of the Company has been put on website of the Company.

2. Composition of the Committee

   The Corporate Social Responsibility Committee consists of Mrs Sonia Barman as Chairperson and Mrs Anup Kaur Bindra, Mr Vinay K Goenka, Mr S K Ghosh as Members with President-Legal & Company Secretary as its Secretary.

3. Average net profit of the Company for last three financial years — ₹ 2234.55 Lakhs

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above) — ₹ 44.69 Lakhs

Annexure 'E' to the Directors' Report (Continued)

5. Details of Payments

(a) Total amount to be spent for the financial year : ₹ 44.69 Lakhs

(b) Amount unspent, ₹ 34.59 Lakhs

(c) Manner in which the amount spent during the financial year is detailed below:

Sl. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or programs (a) Local area or other (b) Specify the state and district where project or programs were under-taken	Amount outlay (budget) project or programs wise	Amount spent on the projects Sub heads 1. Direct expenditure on projects or programs 2. Overheads	Cumulative expendi-ture upto the reporting period	Amount spent: Directly or through impleme-nting agency
1. a)	Education to less privileged children	Education	Howrah, West Bengal	₹ 38.00 Lakhs	₹ 2.60 Lakhs contributed by the Company for direct expenses for projects.	₹ 5.20 Lakhs	Chatrach-haya, a NGO register-red as a Trust.
b)	Education to under privileged children	Education	Chetla, Kolkata, West Bengal	₹ 1.60 Lakhs per year	₹ 2.50 Lakhs donated to the corpus of the project	₹ 7.50 Lakhs	Women's Co-ordinating Council, a NGO
2.	Promoting Rural Education	Education	Bokul P.O. Lahowal Dibrugarh Assam	₹ 36.00 Lakhs approx	₹ 5.00 Lakhs contributed to the corpus of the trust	₹ 5.00 Lakhs	Purna Bikash Sanstha, a registered charitable trust

Annexure 'E' to the Directors' Report (Continued)

Sl. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or programs (a) Local area or other (b) Specify the state and district where project or programs were under-taken	Amount outlay (budget) project or programs wise	Amount spent on the projects Sub heads 1. Direct expendi-ture on projects or programs 2. Overheads	Cumulative expendi-ture upto the reporting period	Amount spent: Directly or through implemen-ting agency
3.	Construct-ion of girls' hostel	Empower-ment of Women	Kolkata West Bengal	₹ 1500.00 Lakhs excluding cost of Land	—	₹ 35.00 Lakhs	Dhanuka Dhunseri Founda-tion, a registered Charitable Trust.
				Total	₹ 10.10 Lakhs	₹ 52.70 Lakhs	

6. Your Company underwent a process of demerger which took effect during the year 2014-15 as a consequence of which your Company continues with seven tea estates in place of the earlier fourteen with its resultant impact on turnover and profitability; together with the same, the industry-wide Agreements with the tea estate staff, sub-staff and workers have also considerably told on your Company's resources. Further, with a view to sustain operations and results on a long term perspective, funds have been required to be additionally deployed for improvement in the tea estates and its factories. Keeping the same in mind, your Directors considered it prudent not to declare any dividend for the year under review. In view of the same, your Corporate Social Responsibility Committee and the Board of Directors have decided to restrict expenditure to ₹ 10.10 Lakhs in place of the prescribed ₹ 44.69 Lakhs.

7. The CSR Committee of the Company hereby confirms that the implementing and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Vinay K Goenka
Chairman

Anup Kaur Bindra
Member CSR Committee

Annexure 'F' to the Directors' Report

Particulars of Employees

a) Information as per Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The Ratio of remuneration paid to the Chairman and to the Managing Director to the median remuneration of the employees of the Company for the Financial Year is 150:1 and 123:1 respectively.

Remuneration of Key Management Personnel including Whole-time Directors :

Names	Percentage increase in Remuneration during 2015-16 compared to 2014-15	Percentage of Remuneration to	
		Revenue for 2015-16	Profit Before Tax for 2015-16
Vinay K Goenka, Chairman	28.86	0.86	19.98
S K Ghosh, Managing Director	7.30	0.71	16.47
Siddhartha Roy, President–Legal & Company Secretary	21.39	0.22	5.20
S K Mukhopadhyay, Chief Financial Officer	26.09	0.17	3.92

Remuneration of Key Management Personnel as compared to Revenue and Profit Before Tax during 2015-16 is 1.96% and 45.57% respectively. The remuneration was paid on the basis of the recommendations of the Nomination and Remuneration Committee.

Median remuneration of the employees during the financial year 2015-16 increased by 13.74% over that of financial year 2014-15.

Number of permanent employees on the rolls of the Company as on 31.03.2016 is 8852 which includes plantation workforce of 7934.

The average increase in remuneration of the employees during financial year 2015-16 is 22.43% over that of financial year 2014-15. Revenue and Profit Before Tax of the Company increased by 8.94% and declined by 45.64% respectively during the financial year 2015-16 when compared to financial year 2014-15. This was mainly on account of substantial rise in cost of producing teas including considerable increase in employee benefit expenses, which together with levels of realization having been under pressure have affected profitability.

Market capitalization increased by 6.68% during the financial year 2015-16 compared to financial year 2014-15. The Price Earning Ratio as on 31st March, 2016 was 34.11 which was an increase of 190.59% as compared to 11.74 as on 31st March, 2015. Percentage increase in the market quotation of the shares of the Company as on 31st March, 2016 in comparison to the rate at which the Company came out with the last public offer is 1210.

Company's policy for evaluating variable components of remuneration considers amongst others financial position of the Company and trend in the industry with a view to attract, retain and motivate talent.

Annexure 'F' to the Directors' Report (Continued)

No employee received remuneration in excess of the highest paid Director during the financial year 2015-16.

All remuneration paid by the Company are in accordance with the Remuneration Policy of the Company.

b) Information as per Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name	:	Vinay K. Goenka	S. K. Ghosh
Designation	:	Chairman	Managing Director
Gross Remuneration (₹ In Lakhs)	:	122.65	101.11
Qualification	:	B.Sc. (Botany)	B.Com. (Hons.), F.C.A.
Experience (Years)	:	39	40
Age (Years)	:	58	62
Date of Commencement of Employment	:	19.04.83	02.05.83
Last Employment held before joining the Company			
Organisation	:	The Eriabarie Tea Co. Pvt. Ltd.	
Designation	:	Senior Executive	Consultant

Notes : (1) The gross remuneration shown above is subject to tax and comprises salary, bonus, allowance, monetary value of perquisites evaluated as per Income Tax Rules, Company's contributions to Provident Fund, Superannuation and Gratuity Funds subject to the relative Fund Rules.

(2) Both the appointments are contractual.

(3) Mr Goenka holds more than 2% of the Equity Shares of the Company.

(4) Neither Mr Goenka nor Mr Ghosh is a relative of any Director of the Company.

Annexure 'G' to the Directors' Report

Management Discussion and Analysis Report

Regulation 34 of the Securities and Exchange Board of India (Listing Obligation and Disclosures Requirements) Regulations, 2015 stipulates disclosure under specific heads which are given in the following paragraphs and which continue to be followed in the usual course of the Company's business over the years in discussion amongst the Directors and other Senior Management Personnel.

(a) Industry Structure and Developments

Tea being one of the most popular beverages of the world, still continues to enjoy preeminence. Tea crop has specific agro-climatic requirements which are available in tropical and sub-tropical climates and consequently tea production is geographically limited to a few areas in the world. The tea bush is highly sensitive to changes in growing conditions and the vagaries of weather continue to determine the volume and quality. The tea industry in India is in the latter half of its second century; India continues to be the second largest tea producer and also the largest consumer. The industry provides employment opportunities directly and indirectly to more than a million people. Tea is grown in India mainly in Assam, West Bengal, Tamil Nadu and Kerala offering Orthodox, CTC and Green teas. The industry continues to earn substantial foreign exchange and contributes to the country's economy.

(b) Opportunities and threats

Tea is a valuable global agricultural commodity, both commercially and culturally. Assam, an agrarian state in northeast India, is the largest single-tea growing region in the world and the productivity (both in terms of quantity and quality) requires a specific range of enviro-climatic condition. In the last decade, the region has been affected by heterogeneous spatio-temporal distribution of precipitation and rising temperatures. Climatic changes are occurring across the globe, effect of which is also felt in this country. Your Company continues to produce well made quality tea consistently. Indian tea exports are susceptible to the financial meltdown and to that extent slowdown was inevitable. Other threats are weather related which are not in control of the Industry. Nonetheless, good agricultural practices can minimize the effect of adverse climatic conditions to some extent. Your Company maintains the standards of its produce both in the domestic as well as overseas markets, mainly on account of its consistent thrust on quality. Your Company's estates are Rainforest Alliance and ISO 22000:2005 certified. In addition, Company's Integrated Pest Management Policy relating to agro inputs is in conformity with the Plant Protection Code (PPC) of Tea Board of India and also stringent conditions of the European Commission of the European Union (EU).

(c) Segment-wise or Product-wise Performance

The Company does not have any separate primary business segment as it sells only black tea in bulk. However, it continues to sell such teas both in the domestic and overseas markets.

Annexure 'G' to the Directors' Report (Continued)

(d) Outlook

Tea continues to be the most popular beverage in the country and is growing in significance as a health drink also; the per capita consumption of tea in the country is increasing. Your Directors continue in their emphasis on the "Quality" of tea.

(e) Risks & Concerns

Tea being an agro-product is essentially dependent on favourable climatic conditions to generate both quality and quantity. The last few years have seen deviation from the usual climatic pattern, which necessarily has affected both the volume and the quality of the produce. Costs have steadily risen including significantly in labour and welfare expenses. In the face of fluctuating growing conditions coupled with increasing costs, suitable adaptations in the plantations as well as appropriate marketing efforts can improve the performance of the industry, of which your Company is a part.

(f) Internal Control Systems & their Adequacy

Your Company has in place tried and tested internal control systems including comprehensive internal audit by external firms of Chartered Accountants besides checks carried out by the Cost Auditors, the Secretarial Auditor and the Statutory Auditors during the course of their respective audits. These are periodically reviewed by the management as well as by the Audit Committee. Such systems are commensurate with the Company's size and nature of operations and provide reasonable assurance with regard to reliable data, compliances, securing its assets from unauthorized use or loss and ensuring that operations are carried out in consonance with the Company's policies. The different sets of auditors periodically visit the Company's various units, their reports are looked into by the management and by the Audit Committee for effecting corrective action/ improvement as may be called for.

(g) Financial Discussion on Performance with respect to Operational Performances

The Company continues with its emphasis on quality which holds it in good stead in the market. However, steadily increasing costs coupled with lower than target crop as well as lower unit realizations have affected results, details whereof are available in the Accounts. The Company continues with its ongoing focus on good governance and practices across all its operations, including production and manufacture of tea.

(h) Material Developments in Human Resources/Industrial Relations Front including number of people employed

Your Company has always been concerned of its most valuable asset which is human resources. The industry is essentially labour intensive and the role of the employees is critical to the Company's operations. Efforts continue for training of employees at different levels as are considered necessary and appropriate. Employee relations continue to remain cordial during the year under review.

Annexure 'H' to the Directors' Report

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Code of Governance

The Company continues to focus on sustainable development of human assets as well as economic assets i.e. plantations and also to improvements in the factories. The governing codes consistently followed by the Company have made its product well acceptable to buyers, both in India and abroad. The labour and management practices are also followed in conformity with law so as to aim at optimum economic utilisation of resources. The Company further believes that such practices are founded upon the core value of transparency, empowerment, accountability, independent monitoring and environmental consciousness. The Company observes ethical practices in all its operations.

2. Board of Directors

The Board of Directors at present comprises Chairman, a Managing Director and five non-executive Directors. The particulars of the Directors for the year ended on 31st March, 2016 are given hereunder:

Name	Category	Attendance		Directorships in other companies	Committee Positions in other companies	
		At Board Meetings	At last AGM		As Chairman	As Member
Mr Vinay K Goenka (Chairman)	Executive Director	6	Yes	2	—	—
Mr S K Ghosh (Managing Director)	Executive Director	6	Yes	1	—	—
Mr S Bhoopal	Non-Executive Independent Director	6	Yes	4	—	—
Mr N Dutta	Non-Executive Independent Director	2	Yes	—	—	—
Mr L K Halwasiya	Non-Executive Independent Director	6	Yes	1	—	—
Mrs Anup Kaur Bindra	Non-Executive Independent Director	6	No	—	—	—
Mrs Sonia Barman	Non-Executive Independent Director	6	No	—	—	—

Annexure 'H' to the Directors' Report (Continued)

Notes :

i) There is no inter-se relationship between any of the Directors of the Company.

ii) Directorships in other companies excludes Directorships in private limited companies, companies incorporated outside India and companies under Section 8 of the Companies Act, 2013.

During the year under review six Board Meetings were held on 15th May, 2015, 29th May, 2015, 14th August, 2015, 12th November, 2015, 11th February, 2016 and 18th March, 2016.

Mrs Anup Kaur Bindra, Mr Lalit Halwasiya and Mrs Sonia Barman do not hold any share in the Company.

Mr N Dutta holds 10 Equity Shares and Mr S Bhoopal holds 1 Equity Share in the Company. The Company has not issued any convertible instruments.

3. Audit Committee

The Audit Committee of the Company is constituted following the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. The Audit Committee consists of three non-executive Independent Directors who are persons of standing in the industry and have the requisite experience and expertise to carry out their obligations with necessary inputs from the Whole-time Directors.

The terms of reference of the Audit Committee during the year are broadly as under:

a) Review internal control systems, nature and scope of audit as well as post audit discussions;

b) Review quarterly, half-yearly and annual financial statements with particular reference to matters to be included in the Directors' Responsibility Statement to be included in the Board's Report;

c) Evaluation of internal financial control and risk management systems and ensure compliance with internal control systems;

d) Recommend to the Board on any matter relating to financial management, including audit report;

e) Oversee Company's financial reporting process and disclosure of financial information;

f) Recommendation of appointment and remuneration of auditors.

g) Review performance of statutory and internal auditors;

h) Review with the management and monitor the Auditor's independence, performance of Statutory and Internal Auditors and adequacy of the internal control systems and effectiveness of audit process;

i) Approval or any subsequent modification of transactions of the Company with related parties;

Annexure 'H' to the Directors' Report (Continued)

j) Valuation of undertakings or assets of the Company wherever necessary;

k) Monitoring the end use of funds raised through public offers and related matters;

l) Approval of appointment of CFO after assessing the qualification, experience and background of the candidate;

m) Oversee the establishment of Vigil Mechanism for Directors and employees to report concern about unethical behaviour, actual or suspected fraud or violation of Company's Code of Conduct or Ethics Policy.

During 2015-16 the Audit Committee met on 15th May, 2015, 29th May, 2015, 14th August, 2015, 12th November, 2015, 11th February, 2016 and 18th March, 2016.

Composition of the Audit Committee and the details of meetings held and attended by the Directors during the year 2015-16 are as under:

Name	Position Held	No. of Meetings	
		Held	Attended
Mr S Bhoopal	Chairman	6	6
Mr N Dutta	Member	6	2
Mr L K Halwasiya	Member	6	6

The Chairman, Managing Director, Chief Financial Officer and the representatives of the Statutory, Cost and Internal Auditors had been invited to the meetings of the Audit Committee during the year under review. The President-Legal & Company Secretary continues as the Secretary to the Committee. Mr S Bhoopal attended the last Annual General Meeting held on 26th September, 2015 as Chairman of the Audit Committee.

4. **Nomination and Remuneration Committee**

The existing Nomination and Remuneration Committee has Mr S Bhoopal as Chairman and Mrs Sonia Barman and Mr N Dutta as Members. The President-Legal & Company Secretary is the Secretary to the Committee.

During 2015-16 the Nomination and Remuneration Committee met on 15th May, 2015 and 10th February, 2016.

The details of meetings held and attended by the Directors during the year 2015-16 are as under:

Name	No. of Meetings	
	Held	Attended
Mr S Bhoopal	2	2
Mr N Dutta	2	1
Mrs Sonia Barman	2	2

Annexure 'H' to the Directors' Report (Continued)

The terms of reference of the Nomination and Remuneration Committee inter-alia, include the following:

i) To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees.

ii) To formulate the criteria for evaluation of Independent Directors and the Board. The said Policy contains evaluation criteria for evaluation of all Directors.

iii) To devise a policy on Board Diversity.

The Nomination and Remuneration Policy devised in accordance with Section 178(3) and (4) of the Companies Act, 2013 has been appended as Annexure B to the Directors' Report.

Details of remuneration paid to the Executive Directors during the year under review are given below:-

Name	Mr. Vinay K. Goenka (Chairman) (₹ in Lakhs)	Mr. S. K. Ghosh (Managing Director) (₹ in Lakhs)
Salary	37.20	27.60
Contributions to Provident, Gratuity and Other Funds	7.63	4.31
Bonus	37.20	27.60
Other Benefits	40.62	41.60
Total	122.65	101.11

As profits for the year 2015-16 are not adequate to pay contractual remuneration to Mr Vinay K Goenka and Mr S K Ghosh, application has been made to the Central Government for approval to payment of their respective full contractual remuneration for that year; as Mr Ghosh's present contract is upto 31.03.2017, such application has also been made for payment of full contractual remuneration to Mr Ghosh for the year 2016-17.

The Service Agreement dated 2nd May, 2014 with Mr Vinay K Goenka in respect of his reappointment as Executive Chairman of the Company (since re-designated as 'Chairman' vide Agreement dated 12th September, 2014) was for a period of three years with effect from 1st April, 2013. A New Service Agreement with Mr Vinay K Goenka as Chairman of the Company for a period of 3 years with effect from 1st April, 2016 shall be entered into by the Company after obtaining requisite approval of the shareholders which is being sought at the ensuing Annual General Meeting and of the Central Government.

The Company also has a separate Service Agreement with Mr S K Ghosh as Managing Director of the Company for a period of 3 years with effect from 1st April, 2014 which was approved by the shareholders at the Annual General Meeting held on 10th September, 2014. There is no severance compensation other than six months' remuneration in absence of any notice, the notice period being six months in writing for both the Chairman and the Managing Director,

Annexure 'H' to the Directors' Report (Continued)

none of whom are entitled to any Stock Option or Performance Linked Incentive. Only Sitting Fees for attending the meetings of the Board and Committees thereof are paid to the Non-Executive Directors. Particulars of sitting fees paid to the Non-Executive Directors during the year under review are given below:

Name	Number of Board Meetings	Number of Committee Meetings	Sitting Fees (₹ in Lakhs)
Mr S Bhoopal	6	15	1.19
Mr N Dutta	2	3	0.28
Mr L K Halwasiya	6	8	0.80
Mrs Anup Kaur Bindra	6	10	0.91
Mrs Sonia Barman	6	3	0.51

The criteria of making payments to Non-Executive Directors has been put up on the website of the Company at weblink : www.warrentea.com.

5. Stakeholders' Relationship Committee

The Stakeholder's Relationship Committee consists of Mr S Bhoopal as Chairman and Mrs Anup Kaur Bindra, Mr Vinay K Goenka and Mr S K Ghosh as Members with Mr Siddhartha Roy, President-Legal & Company Secretary as the Secretary.

Share Transfer formalities are complied with the power to approve the same being delegated jointly and severally to Mr Vinay K Goenka,Mr S K Ghosh and Mr Siddhartha Roy.

Mr Siddhartha Roy, President-Legal & Company Secretary is the Compliance Officer.

Mr S Bhoopal attended the last Annual General Meeting on 26th September, 2015 as Chairman of the Stakeholders' Relationship Committee.

E-mail ID pursuant to Regulation 46 of the SEBI (LODR) 2015: investors@warrentea.com.

Status of Investors' Complaints for the year ended 31st March, 2016:-

No. of complaints received during the year and dealt with : Nil

No. of complaints pending as on 31st March, 2016 : Nil

No. of pending share transfers as on 31st March, 2016 : Nil

During the year under review 17 requests for transfer of shares in physical form and 635 requests for dematerialisation of shares have been received and processed.

6. Risk Management Committee

A Risk Management Committee consists of Mr S K Ghosh, Managing Director, as Chairman and Mr L K Halwasiya and Mrs Anup Kaur Bindra, Independent Directors, Mr U C Arora, President-Marketing and Mr S K Mukhopadhyay, Chief Financial Officer; Mr Siddhartha Roy, President-Legal & Company Secretary is the Secretary of the Committee.

Annexure 'H' to the Directors' Report (Continued)

7. Meeting of Independent Directors

The Company's Independent Directors had met twice during the year without the presence of the Non-Independent Directors and the Management Team to discharge duties enjoined on them.

8. General Body Meetings

Location and time where last three Annual General Meetings were held:

Date	Location	Time
28th April, 2014	G. S. Ruia Memorial Complex at Deohall Tea Estate, P.O. Hoogrijan, Dist. Tinsukia, Assam 786 601	11.00 A. M.
10th September, 2014	G. S. Ruia Memorial Complex at Deohall Tea Estate, P.O. Hoogrijan, Dist. Tinsukia, Assam 786 601	4.30 P. M.
26th September, 2015	G. S. Ruia Memorial Complex at Deohall Tea Estate, P.O. Hoogrijan, Dist. Tinsukia, Assam 786 601	11.00 A. M.

No Special Resolution was passed at the Annual General Meeting held on 28th April, 2014.

Three Special Resolutions were passed at the Annual General Meeting held on 10th September, 2014 for the purpose of:

i) Alteration of the Articles of Association of the Company.

ii) Keeping the Register of Members etc at the office of the Registrars and Share Transfer Agents and

iii) To borrow in excess of the paid up capital and free reserves.

Three Special Resolutions were passed at the Annual General Meeting held on 20th September, 2015 for the purpose of

i) Payment of remuneration to Mr Vinay Kumar Goenka, Chairman, in the absence or inadequacy of profits in any year.

ii) Payment of remuneration to Mr Subhajit Kumar Ghosh, Managing Director, in the absence or inadequacy of profits in any year.

iii) To borrow in excess of paid up capital and free reserves.

No Special Resolution was passed last year through postal ballot.

No Special Resolution is proposed to be conducted through postal ballot.

Resumé and other information on the Directors appointed or re-appointed as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is given in the Notice of the Annual General Meeting.

Annexure 'H' to the Directors' Report (Continued)

9. Disclosures

a) Related party matters – The Company has not entered into any transactions of material nature with its promoters, directors, the management, subsidiary companies or relatives, etc. that have potential conflict with its interest during the year under review. However, the list of related party relationships and transactions as required to be disclosed in accordance with Accounting Standard 18 as provided in the Companies (Accounting Standards) Rules, 2006 has been given in Note 27(18) to the Financial Statements for the year ended 31st March, 2016. As required under Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI(LODR) Regulations, 2015], the Company has formulated a Related Party Transactions Policy which has been put up on the website of the Company at weblink : http://www.warrentea.com/Documents/relatedparty. pdf.

b) No penalties/strictures were imposed on the Company by any regulatory authority for non-compliance of any laws or any matter relating to capital markets during the last three years.

c) Vigil Mechanism/Whistle-Blower Policy – The Company has established a Whistle-Blower Policy/Vigil Mechanism for Directors and employees to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics Policy. The said mechanism also provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate and exceptional cases. We affirm that no employee of the Company was denied access to the Audit Committee.

d) The Company has complied with all the mandatory requirements under Schedule II of SEBI (LODR) Regulations 2015. The Company continues in its efforts on improvement, consolidation and documentation of methods of internal control for financial reporting and its effectiveness.

e) The Company has complied with all the requirements specified in Regulation 17 to 27 and classes (b) to (i) of Sub-regulation (2) of Regulation 46 of SEBI (LODR) Regulations 2015.

f) During the year under review there are no shares in the demat suspense account or unclaimed suspense account of the Company.

10. Familiarization Programme for Independent Directors

The Company continues in its efforts to familiarize Independent Directors with the Company, its business, the industry and their interface with the Company. To that end the Independent Directors continue to visit the Company's tea estates and its Registered Office in Assam. The Company's Policy of conducting the Familiarization Programme has been disclosed on the website of the Company at weblink : http://www.warrentea.com/Documents/familiarisation.pdf.

11. Means of Communication

a) The Company intimates unaudited half-yearly and quarterly results after Limited Review by the Statutory Auditors as well as the Audited Annual Results to the Stock Exchanges after they are approved by the Board of Directors.

b) Such results are also published in newspapers namely, North East Times/Amar Asom having wide circulation in Assam, where the Registered Office of the Company is situate and in the Business Standard.

Annexure 'H' to the Directors' Report (Continued)

c) Results are displayed on Company's website www.warrentea.com. Results are also sent to the Stock Exchanges for display on their website.

d) Based on presentations made to ICRA Limited, they have reaffirmed [ICRA]A+ Rating for Fund Based Limits and [ICRA]A1+ rating for Non-fund Based Limits for the Company.

e) The document on Management Discussion and Analysis Report is annexed to the Directors' Report.

12. General Shareholder Information

a) Annual General Meeting : date, time and venue:

1st August, 2016 at 10.30 a m at the G S Ruia Memorial Complex, Deohall Tea Estate, P. O. Hoogrijan, Dist. Tinsukia, Assam 786 601.

b) Financial Year : 1st April to 31st March

c) Dividend Payment Date : Not Applicable

d) Listing on Stock Exchanges and Stock Codes : The shares of the Company are listed at the Stock Exchanges given hereinbelow :

Stock Exchange	Stock Code
(i) BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 023	508494
(ii) The Calcutta Stock Exchange Limited 7 Lyons Range, Kolkata 700 001	33002

Listing Fees as prescribed have been paid to the aforesaid Stock Exchanges upto 31st March, 2017.

Demat Code No. allotted by NSDL & CDSL : INE712A01012

f) Stock Price Data for 2015-16

i) BSE Limited

Month	High (₹)	Low (₹)
April, 2015	155.00	120.00
May, 2015	158.00	123.20
June, 2015	139.00	122.10
July, 2015	144.90	127.50
August, 2015	145.00	125.10
September, 2015	140.00	126.10
October, 2015	141.00	130.00
November, 2015	168.50	128.00
December, 2015	162.00	138.30
January, 2016	156.00	124.50
February, 2016	144.90	110.00
March, 2016	139.90	119.10

Annexure 'H' to the Directors' Report (Continued)

ii) The Calcutta Stock Exchange Limited : No Trade

f) Stock Performance:

Share Price Performance in comparison to BSE SENSEX : (April, 2015 to March, 2016)

Company's Share Price	on 01.04.2015	:	₹ 121.00 (Open)
	on 31.03.2016	:	₹ 131.00 (Close)
Change		:	(+) 8.26%
Indices	on 01.04.2015	:	27,954.86 (Open)
	on 31.03.2016	:	25,341.86 (Close)
Change		:	(-) 9.35%

g) Share Transfer System :

Share transfers are registered within a maximum period of 15 days from the date of receipt of documents complete in all respects. The shares of the Company are compulsorily traded in dematerialized form for all shareholders with effect from 28th August, 2000.

h) Dematerialization of shares & liquidity

CB Management Services (P) Limited having their office at P-22 Bondel Road, Kolkata 700 019 are the Registrars and Share Transfer Agents of the Company. As on 31st March, 2016 96.34% of the total number of shares relating to 52.02% shareholders stood dematerialized.

i) Outstanding GDR/ADR/Warrants or any convertible instruments : No such instruments have been issued.

j) Commodity price risk or foreign exchange risk and hedging activities: Subject to usual market risks; no hedging activities undertaken.

(A) Distribution of Shareholding as on 31st March, 2016:

Break-up of Equity Shares held	No. of Shareholders	Percentage of Shareholders	No. of Equity Shares held	Percentage of Equity Shares
1-500	11144	97.27	887575	7.43
501-1000	198	1.73	143287	1.20
1001-2000	42	0.37	59305	0.50
2001-3000	17	0.15	41361	0.35
3001-4000	5	0.04	17230	0.14
4001-5000	9	0.08	42079	0.35
5001-10000	15	0.13	115136	0.96
10001-20000	6	0.05	79857	0.67
20001-30000	2	0.02	56565	0.47
30001-40000	3	0.03	100311	0.84
40001-50000	1	—	44225	0.37
50001-100000	2	0.02	145251	1.21
100000 and above	13	0.11	10218622	85.51
Total	**11457**	**100.00**	**11950804**	**100.00**

Annexure 'H' to the Directors' Report (Continued)

(B) Shareholding Pattern as on 31st March, 2016 :

	Category	No. of Shares held	Percentage of Shareholding
A	Promoters' Holding		
	1. Promoters		
	- Indian Promoters	4420794	36.99
	- Foreign Promoters	4527005	37.88
	2. Persons acting in concert	—	—
	Total (A)	**8947799**	**74.87**
B	Non-Promoters' Holding		
	1. Institutional Investors		
	a) Mutual Funds and UTI	42	—
	b) Banks, Financial Institutions, Insurance Companies, (Central/State Government Institutions/Non-Government Institutions)	435	0.01
	c) FIIs	—	—
	Sub-Total	477	0.01
	2. Others		
	a) Private Corporate Bodies	153570	1.29
	b) Individuals	2848958	23.83
	Sub-Total	3002528	25.12
	Total (B)	**3003005**	**25.13**
	Grand Total (A+B)	**11950804**	**100.00**

k) Plant locations : The Company owns seven Tea Estates in the Sub-districts of Assam as under:

Tea Estates	Sub-districts
Deohall	Tingri
Hatimara	Tingri
Balijan North	Panitola
Sealkotee	Panitola
Duamara	Doom Dooma
Rupai	Doom Dooma
Tara	Doom Dooma

Annexure 'H' to the Directors' Report (Continued)

l) Address for Correspondence :

Corporate Office : Suvira House
4B, Hungerford Street,
Kolkata 700 0 17
Tel No. : 2287 2287
Fax No.: 2289 0302
E-mail ID : investors@warrentea.com

Signatures to Annexures A to H

Kolkata
26th May, 2016

Vinay K. Goenka
Chairman

DECLARATION BY THE CEO ON AFFIRMATION OF COMPLIANCE WITH THE CODE OF CONDUCT OF THE COMPANY

To the Members of

Warren Tea Limited

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, I hereby declare that all Directors of the Company and Members of the Management Staff (other than those who have retired or resigned from the services of the Company) have affirmed compliance with the Code of Conduct of the Company, for the year ended 31st March, 2016.

Vinay K. Goenka
Chairman

26th May, 2016

Annexure to the Directors' Report (Continued)

Auditors' Certificate regarding compliance of conditions of Corporate Governance

To the Members of

Warren Tea Limited

We have examined the compliance of conditions of Corporate Governance by **Warren Tea Limited** (the Company), for the year ended March 31, 2016 as stipulated in clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the Stock Exchanges for the period April 1, 2015 to November 30, 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period December 1, 2015 to March 31, 2016.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an Audit nor an expression of opinion on the Financial Statements of the Company.

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

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

For B.M.Chatrath & Co.
Chartered Accountants
Firm Registration Number: 301011E
A. Chatrath
Partner
Membership Number 052975

Place: Kolkata
Date: 26th May, 2016

INDEPENDENT AUDITORS' REPORT

To the Members of

Warren Tea Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Warren Tea Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Profit and Loss Statement, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

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 the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of

Auditors' Report (Continued)

such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 March 31, 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

i) 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 Act, we give in the "Annexure A" statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

ii) 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;

b) 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 Profit and Loss Statement, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid standalone 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) On the basis of the written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

g) 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:

Auditors' Report (Continued)

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in Note No. 27 (5) (a) , (c) to the financial statements.

ii. The Company did not have any long-term contracts including derivative contracts as at March 31, 2016 for which there were any material forseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year.

For B.M.Chatrath & Co.
Chartered Accountants
Firm Registration Number: 301011E
A. Chatrath
Partner
Membership Number 052975

Place: Kolkata
Date: 26th May, 2016

Auditors' Report (Continued)

'ANNEXURE - A' TO THE AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended March 31, 2016, we report that:

1. In respect of fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets were physically verified during the year by the Management in a phased programme which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. And as per the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deed of immovable properties are held in the name of the Company.

2. As explained to us, the inventory of the Company has been physically verified during the year by the Management. In our opinion the frequency of such verification is reasonable and no material discrepancies were noticed on such verification.

3. The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act. Hence, clause 3(iii)(a), (iii)(b) & (iii)(c) of the order is not applicable to the company.

4. In our opinion and according to the information and explanations given to us, in respect of loans, guarantees, investments and security, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013.

5. The Company has not accepted any deposits from the public, hence the clause 3 (v) of the order is not applicable to the company.

6. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148 of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.

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 has been regular in depositing the undisputed statutory dues including Provident Fund, Employees State Insurance, Income tax, Sales-tax, Wealth tax, Service tax, Customs duty, Excise duty, Value added tax, Cess and other statutory dues as applicable, with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of the above items were in arrears as at March 31, 2016 for a period exceeding six months from the date they became payable.

Auditors' Report (Continued)

(b) According to the information and explanation given to us and the records of the Company examined by us, the particulars of dues of Income-Tax, Sales Tax, Service Tax, Customs Duty, Excise duty, Value added tax as at March 31, 2016, which have not been deposited on account of Dispute are as follows:

Name of the Statute	Nature of the dues	Amount (Rs. in Lacs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	22.61	2007 - 2008	Deputy Commissioner of Income Tax
		33.52	2014 – 2015	
		0.09	2012 – 2013	Commissioner of Income Tax - Appeals
Central Sales Tax Act, 1956	Assam General Sales Tax & Central Sales Tax	1.56	2008 - 2009	Deputy Commissioner Taxes
		66.6	1998 - 1999	
	Assam General Sales Tax & Central Sales Tax	1.71	1997 - 1998	Commissioner of Taxes
		4.15	1998 - 1999	
Assam General Sales Tax Act, 1993	Assam General Sales Tax & Central Sales Tax	9.71	2004 – 2005	Gauhati High Court
		0.94	1997 - 1998	
		6.95	2004 – 2005	
Assam Land Revenue Reassessment Act, 1936	Land Revenue Tax	28.33	2003-2004 to 2007-2008	Additional Deputy Commissioner

8. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any banks at the Balance Sheet date. The Company had neither any outstanding debenture nor has it issued any debenture during the year.

9. The Company has not raised money by way of initial public offer or further public offer (including debt instruments). Further, money raised by way of term loans, on an overall basis, have been applied for the purposes for which they were obtained.

10. During the course of our examination of the books and records of the company and according to the information and explanations given to us, we have neither come across any instances of

Auditors' Report (Continued)

material fraud on or by the Company by its officers or employees being noticed or reported during the year, nor have we been informed of such case by the Management.

11. Due to inadequacy of profit, the amounts paid to or provided for two directors of the Company exceeded the limits prescribed by section 197 read with Schedule-V of Companies Act, 2013 by Rs 42.31 Lacs for which applications have been filed with the Central Government under section 197 & 198 of the Act and the approval is still awaited. [Refer note 27(15)]

12. The company is not a Nidhi Company as per the provisions of section 406 (1) of the Companies Act, 2013. Hence, clause 3 (xii) of the order is not applicable to the company.

13. According to the records of the Company examined by us and the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

14. The company has not made private placement of shares during the year under review. Hence, clause 3 (xiv) of the order is not applicable to the company.

15. The company has not entered into any non-cash transactions with directors or persons connected with him, hence the clause 3 (xv) of the order is not applicable to the company.

16. The company is not required to register itself under section 45-IA of the Reserve Bank of India Act, 1934.

For B.M.Chatrath & Co.
Chartered Accountants
Firm Registration Number: 301011E
A. Chatrath
Partner
Membership Number 052975

Place: Kolkata
Date: 26th May, 2016

Auditors' Report (Continued)

'ANNEXURE - B' TO THE INDEPENDENT AUDITORS' REPORT

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 Warren Tea Limited ("the Company") as of March 31, 2016 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 judgement, 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.

Auditors' Report (Continued)

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 the 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 March 31, 2016, 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 B.M.Chatrath & Co.
Chartered Accountants
Firm Registration Number: 301011E
A. Chatrath
Partner
Membership Number 052975

Place: Kolkata
Date: 26th May, 2016

BALANCE SHEET
as at 31st March, 2016

	Notes	As at 31st March, 2016 ₹ in Lakhs	As at 31st March, 2015 ₹ in Lakhs
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	1	1195.08	*1195.08*
Reserves and Surplus	2	10899.27	*10440.94*
		12094.35	*11636.02*
Non-current Liabilities			
Long-term Borrowings	3	914.71	*30.82*
Other Long-term Liabilities	4	122.07	*137.02*
Long-term Provisions	5	2049.26	*1865.12*
		3086.04	*2032.96*
Current Liabilities			
Short-term Borrowings	6	—	*222.62*
Trade Payables		926.94	*790.64*
Other Current Liabilities	7	1630.05	*1217.37*
Short-term Provisions	8	642.79	*259.13*
		3199.78	*2489.76*
		18380.17	*16158.74*
ASSETS			
Non-current Assets			
Fixed Assets			
Tangible Assets	9	6621.83	*6548.59*
Intangible Assets	10	11.31	*11.90*
Capital Work-in-Progress		116.95	*44.74*
Non-current Investments	11	3325.56	*1659.89*
Deferred Tax Assets (Net)	12	104.12	*134.77*
Long-term Loans and Advances	13	1794.00	*2293.92*
		11973.77	*10693.81*
Current Assets			
Current Investments	14	—	*702.28*
Inventories	15	1083.61	*862.83*
Trade Receivables	16	3660.58	*2877.06*
Cash and Bank Balances	17	1421.60	*785.37*
Short-term Loans and Advances	18	188.55	*198.10*
Other Current Assets	19	52.06	*39.29*
		6406.40	*5464.93*
		18380.17	*16158.74*
Notes to Accounts	27		

The Notes referred to above form an integral part of the Financial Statements.

As per our report of even date.

B. M. Chatrath & Co.
Firm Registration Number - 301011E
Chartered Accountants
A. Chatrath
Partner
Membership Number - 052975
Kolkata, 26th May, 2016

S. Roy
Company Secretary
S. K. Mukhopadhyay
Chief Financial Officer

Vinay K. Goenka
Chairman
S. K. Ghosh
Managing Director

STATEMENT OF PROFIT AND LOSS
for the year ended 31st March, 2016

	Notes	Current Year ₹ in Lakhs	Previous Year ₹ in Lakhs
Revenue			
Revenue from Operations	20	13842.05	*13033.97*
Other Income	21	472.02	*105.73*
Total Revenue		14314.07	*13139.70*
Expenses			
Changes in Inventories of Finished Goods	22	(183.69)	*(19.84)*
Employee Benefits Expense	23	8800.23	*7187.76*
Finance Costs	24	76.34	*32.14*
Depreciation and Amortisation Expense	25	332.30	*499.89*
Corporate Social Responsibility Expenses		10.10	*42.60*
Other Expenses	26	4664.81	*4267.60*
Total Expenses		13700.09	*12010.15*
Profit before Tax		613.98	*1129.55*
Tax Expense			
Current Tax		125.00	*(225.00)*
Deferred Tax		30.65	*104.74*
Profit for the Year		458.33	*1249.81*
Basic and Diluted Earnings per Share of ₹ 10 each (₹)		3.84	*10.46*
Notes to Accounts	27		

The Notes referred to above form an integral part of the Financial Statements.

As per our report of even date.

B. M. Chatrath & Co.
Firm Registration Number - 301011E
Chartered Accountants

A. Chatrath	S. Roy	Vinay K. Goenka
Partner	*Company Secretary*	*Chairman*
Membership Number - 052975	S. K. Mukhopadhyay	S. K. Ghosh
Kolkata, 26th May, 2016	*Chief Financial Officer*	*Managing Director*

Notes to the Financial Statements

	As at 31st March, 2016 ₹ in Lakhs	As at 31st March, 2015 ₹ in Lakhs
Note 1		
SHARE CAPITAL		
Authorised		
2,00,00,000 Equity Shares of ₹ 10/- each	2000.00	*2000.00*
Issued, Subscribed and fully Paid-up		
1,19,50,804 Equity Shares of ₹ 10/- each (including Bonus Shares - 57,86,601)	1195.08	*1195.08*
	1195.08	*1195.08*

	No. of Shares		No. of Shares	
Reconciliation of the number of Equity Shares				
Outstanding at the beginning and at the end of the year	11950804	1195.08	*11950804*	*1195.08*

Shareholders holding more than 5% shares of the Company

Name	No. of Shares	%	No. of Shares	%
Vinay K. Goenka	2004601	16.77	*2004601*	*16.77*
Maple Hotels & Resorts Limited	1598224	13.37	—	—
C. K. Dhanuka, P. K. Khaitan and D. P. Jindal (Jointly as Escrow Agents)	1416074	11.85	*1416074*	*11.85*
DPIL Limited	—	—	*1227120*	*10.27*
Ashdene Investments Ltd.	1181505	9.89	*1181505*	*9.89*
Isis Enterprises Ltd.	1102785	9.23	*1102785*	*9.23*
Vivek Goenka	738438	6.18	*738438*	*6.18*
Maygrove Investments Ltd.	630106	5.27	*630106*	*5.27*

Rights, preferences and restrictions attached to shares

The Company has only one class of shares being Equity Shares having a par value of ₹ 10/- each. All equity shares rank pari passu in all respects including voting rights, entitlement to dividend and repayment of capital.

1236531 Equity Shares of ₹ 10/- each allotted during the financial year 2012-13 by way of fully paid-up Bonus Shares only to the public shareholders to the exclusion of promoters in the ratio of 7 Equity Shares for every 10 Equity Shares of the Company.

Notes to the Financial Statements

	As at 31st March, 2016 ₹ in Lakhs	As at 31st March, 2015 ₹ in Lakhs
Note 2		
RESERVES AND SURPLUS		
Securities Premium Account	686.34	*686.34*
Revaluation Reserve	1879.62	*1879.62*
General Reserve (Free Reserve and for general purpose)	876.38	*876.38*
Surplus in Statement of Profit and Loss		
Balance at the beginning of the year	6998.60	
Add : Profit for the Year	458.33	
Balance at the end of the year	7456.93	*6998.60*
	10899.27	*10440.94*
Note 3		
LONG-TERM BORROWINGS		
SECURED		
Term Loan from a Bank [Secured by equitable mortgage / first charge on the entire fixed assets of the Company on pari passu basis with other banks, repayable in quarterly instalments ending in July 2021]	900.00	—
Term Loan from a Bank [Secured by way of hypothecation of related car, repayable in monthly instalments ending in January 2018]	14.71	*30.82*
	914.71	*30.82*
Note 4		
OTHER LONG-TERM LIABILITIES		
Trade Payables	122.07	*137.02*
	122.07	*137.02*

Notes to the Financial Statements

	As at 31st March, 2016 ₹ in Lakhs	As at 31st March, 2015 ₹ in Lakhs
Note 5		
LONG-TERM PROVISIONS		
Provision for Employee Benefits	1158.19	*1178.36*
Provision for Taxation (Net)	891.07	*686.76*
	2049.26	*1865.12*
Note 6		
SHORT-TERM BORROWINGS		
SECURED		
Working Capital Facilities from Banks [Secured by joint equitable mortgage/charge on the current assets and fixed assets (movable and immovable) ranking pari passu first charge amongst the Banks severally]	—	*222.62*
	—	*222.62*
Note 7		
OTHER CURRENT LIABILITIES		
Current Maturity of Long-Term Debt	116.11	*14.59*
Interest accrued and due on borrowings	8.79	—
Advances from Customers	2.54	*4.53*
Other Payables -		
Employee Benefits Payable	1418.04	*1087.97*
Retention Money	4.74	*7.23*
Others (Including Statutory Dues)	79.83	*103.05*
	1630.05	*1217.37*
Note 8		
SHORT-TERM PROVISIONS		
Provision for Employee Benefits	642.79	*169.20*
Provision for Taxation (Net)	—	*89.93*
	642.79	*259.13*

Notes to the Financial Statements

₹ in Lakhs

PARTICULARS	GROSS BLOCK - AT COST/VALUATION				DEPRECIATION/AMORTISATION				NET BLOCK	
	As at 1st April 2015	Additions	Disposals	As at 31st March 2016	Upto 1st April 2015	For the Year	Disposals	Upto 31st March 2016	As at 31st March 2016	As at 31st March 2015
Note 9										
FIXED ASSETS-TANGIBLE										
Land (Freehold)	589.01	—	—	589.01	—	—	—	—	589.01	*589.01*
Estates and Development (Leasehold)	2743.89	—	—	2743.89	—	—	—	—	2743.89	*2743.89*
Buildings	6373.38	174.70	—	6548.08	4459.28	148.19	—	4607.47	1940.61	*1914.10*
Bridges, Culverts, Bunders etc.	532.89	—	—	532.89	163.29	14.93	—	178.22	354.67	*369.60*
Roads	1112.63	97.93	—	1210.56	1111.42	11.03	—	1122.45	88.11	*1.21*
Plant and Equipment	2901.41	58.62	7.76	2952.27	2384.52	57.08	7.61	2433.99	518.28	*516.89*
Furniture and Fixtures	284.77	1.25	—	286.02	257.24	20.53	—	277.77	8.25	*27.53*
Vehicles	799.10	40.57	3.16	836.51	470.23	54.90	2.34	522.79	313.72	*328.87*
Office Equipments	29.10	2.45	0.23	31.32	23.61	2.20	0.23	25.58	5.74	*5.49*
Computers and Data Processing Units	222.82	10.44	0.12	233.14	190.78	10.61	0.12	201.27	31.87	*32.04*
Electrical Installations and Equipment	306.43	15.41	0.07	321.77	286.47	7.69	0.07	294.09	27.68	*19.96*
Total	15895.43	401.37	11.34	16285.46	9346.84	327.16	10.37	9663.63	6621.83	*6548.59*
Previous Year	*15428.17*	*511.25*	*43.99*	*15895.43*	*8170.56*	*1220.09*	* *43.81*	*9346.84*	*6548.59*	

* Includes Additional Depreciation of ₹ 724.58 arising on adoption of Schedule II to the Companies Act, 2013.

Notes to the Financial Statements

₹ in Lakhs

PARTICULARS	GROSS BLOCK - AT COST/VALUATION				DEPRECIATION/AMORTISATION				NET BLOCK	
	As at 1st April 2015	Additions	Disposals	As at 31st March 2016	Upto 1st April 2015	For the Year	Disposals	Upto 31st March 2016	As at 31st March 2016	As at 31st March 2015
Note 10										
FIXED ASSETS - INTANGIBLE										
Computer Software (Rate of Amortisation-20%)	166.96	4.55	—	171.51	157.16	4.09	—	161.25	10.26	*9.80*
Tenancy Right (Rate of Amortisation-5%)	21.00	—	—	21.00	18.90	1.05	—	19.95	1.05	*2.10*
Total	187.96	4.55	—	192.51	176.06	5.14	—	181.20	11.31	*11.90*
Previous Year	*187.96*	—	—	*187.96*	*171.68*	*4.38*	—	*176.06*	*11.90*	

Notes to the Financial Statements

		As at 31st March, 2016 ₹ in Lakhs	As at 31st March, 2015 ₹ in Lakhs
Note 11			
NON-CURRENT INVESTMENTS			
(At or under cost)			
Trade Investments			
Unquoted -	Equity Instruments		
10000	Equity Shares of ₹ 10/- each fully paid-up in ABC Tea Workers Welfare Services (Net of Provision for diminution in the value of Investments - ₹ 1.00)	*	*
Other than Trade Investments			
Quoted -	Equity Instruments		
15150	Equity Shares of ₹ 10/- each fully paid-up in Pal Peugeot Limited (Net of Provision for diminution in the value of Investments - ₹ 1.52)	*	*
35	Equity Shares of ₹ 10/- each fully paid-up in Hindusthan Engineering & Industries Limited (Net of Provision for diminution in the value of Investments - ₹ 0.35)	*	*
225	Equity Shares of ₹ 5/- each fully paid-up in McLeod Russel India Limited	0.05	*0.05*
864	Equity Shares of ₹ 10/- each fully paid-up in Syndicate Bank	0.43	*0.43*
100	Equity Shares of ₹ 10/- each fully paid-up in Goodricke Group Limited	0.15	*0.15*
100	Equity Shares of ₹ 10/- each fully paid-up in NTPC Limited	0.14	*0.14*
2700	(Previous Year - *Nil*) Equity Shares of ₹ 2/- each fully paid-up in Bank of Baroda	5.00	—
2000	(Previous Year - *Nil*) Equity Shares of ₹ 1/- each fully paid-up in State Bank of India	4.94	—
17500	(Previous Year - *Nil*) Equity Shares of ₹ 2/- each fully paid-up in Rain Industries Ltd.	5.42	—
200000	(Previous Year - *Nil*) Equity Shares of ₹ 10/- each fully paid-up in Subex Ltd.	19.95	—
	Carried forward	36.08	*0.77*

Notes to the Financial Statements

	As at 31st March, 2016 ₹ in Lakhs	As at 31st March, 2015 ₹ in Lakhs
Note 11 (Continued)		
Brought forward	36.08	*0.77*
Unquoted -Equity Instruments		
Investment in Associate		
6500000 (Previous Year -*3000000*) Equity Shares of ₹ 10/- each fully paid-up in an associate, Maple Hotels & Resorts Limited	3146.98	*1500.00*
Others		
150000 (Previous Year - *167500*) Equity Shares of ₹ 10/- each fully paid-up in Warren Steels Private Limited (Net of Provision for diminution in the value of Investments - ₹ 45.00, Previous Year - ₹ *50.25*)	142.50	*159.12*
Debenture and Bonds		
100 Debenture of ₹ 12.50 each fully paid-up in NTPC Limited	*	*
	3325.56	*1659.89*

Notes :

1	Market Value of Quoted Investments	32.13	*1.71*
2	Aggregate Book Value of Quoted Investments	36.08	*0.77*
3	Aggregate Book Value of Unquoted Investments	3289.48	*1659.12*
4	Aggregate Provision for diminution in the value of Investments	47.87	*53.12*
5	*Indicates that amount is below the rounding off norm adopted by the Company.		

Note 12

DEFERRED TAX ASSETS (NET)

Timing difference on account of :		
Expenses allowable on payment	3.61	*10.20*
Provision for Doubtful Debts	2.09	*2.09*
Depreciation	98.42	*122.48*
	104.12	*134.77*

Notes to the Financial Statements

	As at 31st March, 2016 ₹ in Lakhs	As at 31st March, 2015 ₹ in Lakhs
Note 13		
LONG-TERM LOANS AND ADVANCES		
(Unsecured - Considered Good)		
Capital Advances (Include Advances to Related Party - Nil; Previous Year - ₹ *810.00*) [Refer Note No. 27(18)]	61.90	*810.10*
Security Deposits (Include Deposit to Related Party ₹ 433.20; Previous Year - ₹ *438.00*) [Refer Note No. 27(18)]	608.59	*611.84*
Deposits with Government Authorities and Others	5.69	*4.83*
Deposits with National Bank for Agriculture and Rural Development	797.63	*707.88*
Advance Tax (Net)	7.89	—
Other Loans and Advances		
Loans to Employees for housing, vehicle and furniture [Refer Note No. 27(7)]	31.13	*36.77*
Advances to Suppliers, Service Providers, etc.	281.17	*122.50*
	1794.00	*2293.92*
Note 14		
CURRENT INVESTMENTS		
(At or under cost)		
Other than Trade Investments		
Quoted - Equity Instruments		
Nil(Previous Year - *2000000*) Equity Shares of ₹ 2/- each fully paid-up in Pressman Advertising Limited	—	*702.28*
	—	*702.28*
Notes :		
1 Market Value of Quoted Investments	—	*752.00*
2 Aggregate Book Value of Quoted Investments	—	*702.28*
Note 15		
INVENTORIES		
(At lower of cost or net realisable value)		
Stock of Tea	544.49	*360.80*
Stock of Stores and Spares	539.12	*502.03*
	1083.61	*862.83*

Notes to the Financial Statements

	As at 31st March, 2016 ₹ in Lakhs	As at 31st March, 2015 ₹ in Lakhs
Note 16		
TRADE RECEIVABLES		
(Unsecured)		
Trade Receivables outstanding for a period exceeding six months from the date due for payment		
Considered Doubtful	34.85	*34.85*
Less: Provision for Doubtful Debts	34.85	*34.85*
	—	—
Other Trade Receivables		
Considered Good	3660.58	*2877.06*
	3660.58	*2877.06*
Note 17		
CASH AND BANK BALANCES		
Cash and Cash Equivalents		
Balances with Banks		
Current Accounts	65.91	*29.03*
Deposit Accounts with less than three months maturity	1350.00	*750.00*
Cash on hand	2.82	*3.50*
Cash with Garden Kayahs	1.68	*1.65*
Other Bank Balances		
Deposit Accounts	1.19	*1.19*
	1421.60	*785.37*
Note 18		
SHORT-TERM LOANS AND ADVANCES		
(Unsecured - Considered Good)		
Deposits with Government Authorities and Others	2.98	*2.29*
Loans to Employees for housing, vehicle and furniture [Refer Note No. 27(7)]	7.98	*8.92*
Advances to Suppliers, Service Providers, etc.	113.34	*120.55*
Prepaid Expenses	64.25	*66.34*
	188.55	*198.10*
Note 19		
OTHER CURRENT ASSETS		
(Unsecured - Considered Good)		
Interest Accrued on Deposits	47.00	*39.29*
Subsidy Receivable	5.06	—
	52.06	*39.29*

Notes to the Financial Statements

	Current Year ₹ in Lakhs	Previous Year ₹ in Lakhs
Note 20		
REVENUE FROM OPERATIONS		
Sale of Products - Tea	13711.00	*12967.87*
Other Operating Revenues		
Sale of Tea Waste	27.24	*1.44*
Tea Board Subsidy	76.51	*21.33*
Sale of Scrap	0.51	*0.50*
Export Incentive	26.79	*42.83*
	13842.05	*13033.97*
Note 21		
OTHER INCOME		
Interest Income	158.72	*51.84*
Dividend Income from Non - Current Investments	0.06	*0.06*
Dividend Income from Current Investments	10.58	—
Net Gain on Sale of Current Investment	214.68	—
Other Non-operating Income		
Profit on Disposal of Fixed Assets (Net)	0.60	*5.34*
Insurance Claims	45.45	*9.12*
Miscellaneous Receipts	3.61	*38.13*
Liabilities no longer required written back	14.05	*1.24*
Net Gain on Foreign Currency Transactions and Translation	24.27	—
	472.02	*105.73*
Note 22		
CHANGES IN INVENTORIES OF FINISHED GOODS		
Opening Inventories	360.80	*340.96*
Less : Closing Inventories	544.49	*360.80*
	(183.69)	*(19.84)*
Note 23		
EMPLOYEE BENEFITS EXPENSE		
Salaries and Wages	6640.23	*5628.53*
Contributions to Provident and Other Funds	1238.94	*699.10*
Staff Welfare Expenses	921.06	*860.13*
	8800.23	*7187.76*

Notes to the Financial Statements

	Current Year ₹ in Lakhs	Previous Year ₹ in Lakhs
Note 24		
FINANCE COSTS		
Interest Expense	63.89	*24.80*
Other Borrowing Costs	12.45	*7.34*
	76.34	*32.14*
Note 25		
DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation on Tangible Assets	327.16	*495.51*
Amortisation on Intangible Assets	5.14	*4.38*
	332.30	*499.89*
Note 26		
OTHER EXPENSES		
Consumption of Stores and Spare Parts		
Packing Materials	151.70	*129.57*
Others	1200.21	*1096.04*
Power and Fuel	1360.90	*1183.93*
Rent	26.57	*26.50*
Repairs to Buildings	50.52	*36.61*
Repairs to Machinery	7.43	*10.24*
Insurance	18.68	*19.37*
Rates and Taxes	189.06	*169.43*
Tea Board Cess	36.53	*33.48*
Administrative Overheads	905.06	*788.26*
Selling		
Freight	374.10	*399.00*
Insurance	25.14	*19.22*
Other Selling Expenses	311.56	*355.20*
Net Loss on Foreign Currency Transactions and Translation	—	*0.75*
Net Loss on Sale of Non - Current Investment	7.35	—
	4664.81	*4267.60*

Notes to the Financial Statements

Note 27 (₹ in Lakhs)

1. **Significant Accounting Policies**

(a) The financial statements have been prepared in accordance with the Companies Act, 2013 and the rules framed thereunder.

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 to the Companies Act, 2013.

(b) Fixed Assets and Depreciation / Amortisation

Written down value of Fixed Assets (both Tangible and Intangible) represents cost of acquisition/valuation of such assets after deduction of depreciation (including amortisation) on Straight Line Method as per Schedule II to the Companies Act, 2013.

Although Tea Plantation is an item of wasting asset, no depreciation is charged on such assets as it is customary in the Tea Industry and also because the Infilling costs of Tea Bushes, Replanting of Tea and other long term developmental expenditure in the plantation areas are charged to Revenue Expenditure upon completion of the composite activities which are allowed by the Indian Taxation Authorities. Thus, no depreciation has been charged on New Planting.

For additions/disposals to Assets during the course of the year depreciation / amortisation is being charged on prorata basis.

Compensation received for acquisition of Assets of the Company is accounted for upon acceptance of the Company's claim by the appropriate authorities.

(c) Impairment of Assets

Loss on account of Impairment of Assets is to be recognised if and when the carrying amount of the Fixed Assets exceeds the recoverable amount i.e. higher of net selling price and value in use.

(d) Investments

Long-term Investments made by the Company have been stated at cost, except in certain cases where these have been brought down upon commercial considerations and in keeping with the applicable Accounting Standard. Current Investments are stated at lower of cost and fair value.

(e) Inventories

Inventories of Stores, as existing at the year-end, represent weighted average cost of procurements. Obsolete and slow moving inventories are fully depreciated in the Accounts.

Unsold but saleable Stock of Tea are valued at weighted average cost of production including attributable charges and levies or net realisable value, whichever is lower.

(f) Sales and Revenue Recognition

Disposal of Company's produce is accounted for as Sales whenever appropriate documents

Notes to the Financial Statements

Note 27 (Continued) (₹ in Lakhs)

are received even when the proceeds are received after the accounting period.

Items of income including Export Benefits are recognised on accrual and conservative basis.

(g) Government Grants

Government Grants related to specific depreciable fixed asset are deducted from gross values of the related fixed asset in arriving at their book value.

Government Grants related to revenue are recognised in the Accounts on prudent basis.

(h) Foreign Currencies Transactions

Transactions in foreign currency are accounted for at the exchange rates prevailing on the date of transactions. 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 Accounts in the period in which they arise. Differences between the forward exchange rates and the exchange rates at the date of transactions are accounted for as income/ expense over the life of the contracts.

(i) Employee Benefits

a) Short Term Employee Benefits

The amount of Short Term Employee Benefits payable in terms of employment for the services rendered by such employees is recognised during the period when the employee renders services.

b) Post Employment Benefits

(i) The Company operates defined Contribution Schemes of Provident Funds and makes regular contributions to Provident Funds which are fully funded and administered by the Trustees/Government and are independent of the Company's finance. Such contributions are recognised in the Accounts on accrual basis. Interest accruing to the Fund administered by the Trustees are credited to respective members' accounts based on the rates stipulated by the Government and shortfall if any, recognised on the basis of actuarial valuation report in this regard, is borne by the Company.

(ii) The Company operates defined benefit Superannuation and Gratuity Schemes administered by the Trustees, which are independent of the Company's finance. Such obligations are recognised in the Accounts on the basis of actuarial valuation applying Projected Unit Credit Method including gains and losses at the year-end.

(iii) The Company operates a defined benefit Pension Scheme and Additional Retiral Benefit for certain categories of employees for which obligations are recognised in the Accounts based on actuarial valuation applying Projected Unit Credit Method including gains and losses at the year-end.

Notes to the Financial Statements

Note 27 (Continued) (₹ in Lakhs)

c) Other Long Term Employee Benefits

Other Long Term Employee Benefits are recognised in the Accounts based on actuarial valuation applying Projected Unit Credit Method including gains and losses at the year-end.

(j) Expenditure

As is customary in the Tea Industry, maintenance expenditure incurred at Gardens, for which accruing benefits may not be relatable in terms of periods, are charged off to Revenue Expenditure in the year these are incurred.

Operational Borrowing Costs are recognised as Revenue Expenditure in the year in which these are incurred.

(k) Corporate Taxation

Current Tax is determined as the amount of income-tax payable/recoverable in respect of the taxable income for the current period.

Deferred Tax is recognised as the tax effect of timing differences being the differences between taxable income and accounting income that originated in one period and is capable of reversal in one or more subsequent periods.

Deferred Tax Assets are recognised subject to the consideration of prudence only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

(l) Contingent Liabilities

Contingent Liabilities are disclosed when there is a possible obligation which may arise from past events and 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 the obligation or reliable estimate of the amount cannot be made.

2 Revaluation of all Plantation Assets excluding depreciable Assets was conducted in 2001-02 by approved Valuers appointed by the Company. In evaluating such Assets, the Valuers carried out physical inspection, verification and analysis of plantation areas and valued the same on a conservative basis. The resultant incremental amount of ₹ 1879.62 in respect of seven tea estates of the Company was incorporated in the Accounts as on 31st March, 2002 and credited to the Revaluation Reserve Account.

3 Under the Assam Fixation of Ceiling of Land Holding Act, 1956, undeveloped lands, approximately 2145 hectares (Previous Year - *2145* hectares) have been vested in the State Government. Necessary adjustments in respect of land compensation will be made in the accounts on settlement of the same.

Notes to the Financial Statements

Note 27 (Continued) (₹ in Lakhs)

		Current Year ₹	Previous Year ₹
4	Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of Advance)	137.35	*442.53*
5	Contingent Liabilities		
	(a) Claims not acknowledged as debt	1.50	*1.50*
	(b) Bank Guarantees	24.39	*24.39*
	(c) Sales Tax Demands in dispute (under Appeals)	98.19	*107.51*
	Cash outflows, if any, in respect of the above is not determinable at this stage.		
6	Unpaid Disputed Statutory Dues in respect of		
	(a) Income-tax		
	Forum : Deputy Commissioner of Income-Tax	56.14	*22.61*
	Commissioner of Income-tax (Appeals)	0.09	—
	(b) Sales tax		
	Forum : Deputy Commissioner of Taxes (Appeals)	68.16	*68.16*
	Commissioner of Taxes	5.86	*5.86*
	Appellate & Revisional Board	—	*40.55*
	Gauhati High Court	17.60	*17.60*
	(c) Land Revenue		
	Forum : Additional Deputy Commissioner	28.33	*28.33*
7	Loans and Advances to Employees include		
	(i) Amounts due by a Director of the Company		
	(a) On Long-Term	8.87	*10.67*
	(b) On Short-Term	1.80	*1.66*
	(Advanced to an employee since elevated as a Director)		
	(ii) Amounts due by an Officer of the Company		
	(a) On Long-Term	0.92	*1.40*
	(b) On Short-Term	0.48	*0.48*
8	Expenditure incurred on Corporate Social Responsibility activities		
	(a) Gross Amount required to be spent by the Company during the year	44.69	*41.41*
	(b) Amount spent during the year on :		
	Promoting Education	10.10	*7.60*
	Women's Empowerment	—	*35.00*
		10.10	*42.60*
9	There are no outstanding dues of micro and small enterprises based on information available with the Company.		

Notes to the Financial Statements

Note 27 (Continued) (₹ in Lakhs)

	Current Year ₹	Previous Year ₹
10 Amounts paid/payable to Auditors		
Statutory Auditors		
(a) Statutory Audit Fees	10.31	*8.99*
(b) Tax Audit Fees	1.16	*1.12*
(c) Limited Review & Other Matters	5.61	*2.81*
(d) Out of Pocket Expenses	0.28	*0.26*
11 Consumption of Stores and Spares		
All Indigenous	1351.91	*1225.61*
12 Value of Imports calculated on C.I.F basis		
Stores and Spares	—	*10.16*
13 Earnings in Foreign Exchange		
Exports on F.O.B. basis	1692.14	*735.96*
14 Expenditure in Foreign Currency		
(a) Subscription and Other Charges	1.84	*0.16*
(b) Pension	3.08	*3.66*
(c) Travelling	19.04	*12.93*

15 The Remuneration payable to Mr. Vinay K Goenka, Chairman and Mr. S. K. Ghosh, Managing Director have been provided for in the accounts in accordance with of their service contracts as approved by the Shareholders. However, in view of inadequacy of profits during the year, their respective bonus being part of contractual remuneration though provided for in full in the accounts exceed by ₹ 29.51 and ₹ 12.80 respectively of the limits prescribed by Section 197 read with Schedule V of the Companies Act, 2013. Necessary applications have been filed with the Central Government under Sections 197 & 198 of the Companies Act, 2013 for their approvals which are awaited.

16 Post Employment Defined Benefit Plans

The Company operates defined Benefit Schemes like Gratuity, Superannuation, Pension and Additional Retiral Benefit Plans based on current salaries in accordance with the Rules of the Funds/Plans.

In terms of Accounting Policies enumerated in Note 27 the following Table sets forth the particulars in respect of Defined Benefit Plans of the Company for the year ended 31st March, 2016 arising out of actuarial valuations:

Notes to the Financial Statements

Note 27 (Continued) (₹ in Lakhs)

A) Funded and Unfunded Plans

I. Reconciliation of opening and closing balances of the present value of the Defined Benefit Obligation

	Funded Plans				Unfunded Plans			
	Gratuity		Superannuation		Pension		Additional Retiral Benefit	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
Present Value of Obligation at the beginning of the year	1954.24	*1843.95*	567.64	*535.52*	1136.71	*990.69*	57.42	*65.45*
Current Service Cost	119.14	*94.60*	88.37	*89.52*	87.55	*90.18*	4.22	*3.85*
Past Service Cost	—	—	—	—	—	—	—	—
Interest Cost	150.16	*139.92*	45.41	*42.84*	89.86	*78.34*	4.51	*4.76*
Actuarial (Gains)/Losses	358.78	*65.60*	(39.80)	*(100.24)*	(133.79)	*0.42*	0.52	*(4.66)*
Benefits paid	(154.37)	*(189.83)*	—	—	(26.88)	*(22.92)*	(2.03)	*(11.98)*
Present Value of Obligation at the end of the year	2427.95	*1954.24*	661.62	*567.64*	1153.45	*1136.71*	64.64	*57.42*

II. Reconciliation of opening and closing balances of the fair value of Plan Assets

Fair value of Plan Assets at the beginning of the year	1852.51	*1674.68*	617.49	*502.40*
Expected Return on Plan Asset	166.72	*150.72*	55.57	*45.22*
Actuarial Gains/(Losses)	(11.28)	*47.67*	(1.22)	*7.68*
Contributions	101.73	*169.27*	35.00	*62.19*
Benefits paid	(154.37)	*(189.83)*	—	—
Fair value of Plan Assets at the end of the year	1955.31	*1852.51*	706.84	*617.49*

III. Reconciliation of the present value of the Defined Benefit Obligation and the fair value of Plan Assets

Present Value of the Obligation at the end of the year	2427.95	*1954.24*	661.62	*567.64*
Fair value of Plan Assets at the end of the year	1955.31	*1852.51*	706.84	*617.49*
(Asset)/Liabilities recognised in the Balance Sheet	472.64	*101.73*	(45.22)	*(49.85)*

IV. Expenses recognised in the Profit and Loss Account

Current Service Cost	119.14	*94.60*	88.37	*89.52*	87.55	*90.18*	4.22	*3.85*
Past Service Cost	—	—	—	—	—	—	—	—
Interest Cost	150.16	*139.92*	45.41	*42.84*	89.86	*78.34*	4.51	*4.76*
Expected Return on Plan Asset	(166.72)	*(150.72)*	(55.57)	*(45.22)*	—	—	—	—
Actuarial (Gains)/Losses	370.06	*17.93*	(38.58)	*(107.92)*	(133.79)	*0.42*	0.52	*(4.66)*
Total Expenses Recognised and Disclosed under Contributions to Provident, Gratuity and Other Funds (For Funded Plans) and to Staff Welfare Expenses (For Unfunded Plans) in Note 23	472.64	*101.73*	39.63	*(20.78)*	43.62	*168.94*	9.25	*3.95*

Notes to the Financial Statements

Note 27 (Continued)

(₹ in Lakhs)

	Funded Plans				Unfunded Plans			
	Gratuity		Superannuation		Pension		Additional Retiral Benefit	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
V. Category of Plan Assets								
Equities	—	—	—	—				
Fixed Income Debt / Securities / Bonds	815.94	*914.93*	251.36	*374.29*				
Other Assets	1139.37	*937.58*	455.48	*243.20*				
	1955.31	*1852.51*	706.84	*617.49*				
VI. Actual Return on Plan Assets	155.44	*198.39*	54.35	*52.90*				

B) Principal Actuarial Assumptions of funded and unfunded Plans, as applicable

	2015-16 %	2014-15 %
Discount Rate	8.00	*8.00*
Salary Escalation	5.00	*5.00*
Inflation Rate	5.00	*5.00*
Expected Return on Asset	9.00	*9.00*

Actuarial valuation considered estimates of future salary increases taking into account inflation and other relevant factors.

C) Other Disclosure :

I. Funded Plans

Gratuity Fund	2015-16	2014-15	2013-14	2012-13	2011-12
Present Value of the Obligation at the end of the year	2427.95	*1954.24*	*1843.95*	*1733.45*	*2733.50*
Fair value of Plan Assets at the end of the year	1955.31	*1852.51*	*1674.68*	*1475.72*	*2409.29*
(Surplus)/Deficit at the end of the year	472.64	*101.73*	*169.27*	*257.73*	*324.21*
Experience Adjustments on Obligation - [(Gain)/Loss]	358.78	*65.60*	*54.31*	*230.61*	*158.21*
Experience Adjustments on Plan Assets - [Gain/(Loss)]	(11.28)	*30.92*	*(20.44)*	*(19.84)*	*(2.72)*
Superannuation Fund					
Present Value of the Obligation at the end of the year	661.62	*567.64*	*535.52*	*611.71*	*791.25*
Fair value of Plan Assets at the end of the year	706.84	*617.49*	*502.40*	*605.04*	*830.61*
(Surplus)/Deficit at the end of the year	(45.22)	*(49.85)*	*33.12*	*6.67*	*(39.36)*
Experience Adjustments on Obligation - [(Gain)/Loss]	(39.80)	*(100.24)*	*(69.65)*	*104.47*	*(50.42)*
Experience Adjustments on Plan Assets - [Gain/(Loss)]	(1.22)	*2.65*	*(7.49)*	*0.50*	*0.70*

Notes to the Financial Statements

Note 27 (Continued) (₹ in Lakhs)

	2015-16	2014-15	2013-14	2012-13	2011-12
II. Unfunded Plans					
Pension					
Present Value of the Obligation at the end of the year	1153.45	*1136.71*	*990.69*	*875.73*	*1485.87*
(Surplus)/Deficit at the end of the year	1153.45	*1136.71*	*990.69*	*875.73*	*1485.87*
Experience Adjustments on Obligation - [(Gain)/Loss]	(133.79)	*1.50*	*(3.30)*	*(34.02)*	*(50.32)*
Additional Retiral Benefit					
Present Value of the Obligation at the end of the year	64.64	*57.42*	*65.45*	*57.65*	*78.36*
(Surplus)/Deficit at the end of the year	64.64	*57.42*	*65.45*	*57.65*	*78.36*
Experience Adjustments on Obligation - [(Gain)/Loss]	0.52	*(4.66)*	*(0.37)*	*13.74*	*0.36*

Post Employment Contribution Plan

During the year an aggregate amount of ₹ 698.12 (Previous Year - ₹ *594.62*) has been recognised as expenditure towards Provident Fund, defined contribution plan of the Company.

	Current Year	Previous Year
17 Basic and Diluted Earnings Per Share		
Number of Equity Shares at the beginning of the year	11950804	*11950804*
Number of Equity Shares at the end of the year	11950804	*11950804*
Weighted average number of Equity Shares outstanding during the year	11950804	*11950804*
Face value of each Equity Share (₹)	10	*10*
Profit after tax available for distribution to the Equity Shareholders	458.33	*1249.81*
Basic and Diluted Earnings per Share (₹)	3.84	*10.46*
Dilutive Potential Equity Shares	Not Applicable	*Not Applicable*

18 Related Party Disclosures

(i) Names and Relationship

Relationship	Name
Associate	Maple Hotels & Resorts Limited Warren Steels Private Limited (Ceased as a related party during the year)
Significant Influence by Key Management Personnel	Warren Industrial Limited Sectra Plaza Private Limited Suvira Properties Private Limited (Ceased as a related party during the year) Softweb Technologies Private Limited
Key Management Personnel	Mr. Vinay K. Goenka (Chairman) Mr. S. K. Ghosh (Managing Director) Mr. S. Roy (Company Secretary) Mr. S. K. Mukhopadhyay (Chief Financial Officer)

Notes to the Financial Statements

Note 27 (Continued) (₹ in Lakhs)

Relationship	Name
Relative of a Key Management Personnel	Mrs. Sunita Vinay Goenka Mr. Vivek Goenka

(ii) Particulars of Transactions and year-end balances

Names and Relationship	Current Year ₹	Previous Year ₹
Associate		
Maple Hotels & Resorts Limited		
Investments	846.00	—
Capital Advance paid/(realised)	(810.00)	*810.00*
Significant Influence by Key Management Personnel		
Receiving of Services		
Sectra Plaza Private Limited	7.28	*7.28*
Softweb Technologies Private Limited	38.58	*38.79*
Purchase of Fixed Asset		
Suvira Properties Private Limited	—	*103.50*
Key Management Personnel & Relative		
Remuneration		
Mr. Vinay K. Goenka	122.65	*95.18*
Mr. S. K. Ghosh	101.11	*94.23*
Mr. S. Roy	31.90	*26.28*
Mr. S. K. Mukhopadhyay	24.07	*19.09*
Mr. Vivek Goenka	23.18	*21.74*
Purchase of Fixed Asset		
Mr. Vinay K. Goenka	—	*34.50*
Mrs. Sunita Vinay Goenka	—	*34.50*
Balance at the year-end		
Associate		
Investments		
Maple Hotels & Resorts Limited	3146.98	*1500.00*
Warren Steels Private Limited	—	*159.12*
Capital Advance		
Maple Hotels & Resorts Limited	—	*810.00*
Significant Influence by Key Management Personnel		
Security Deposit		
Sectra Plaza Private Limited	433.20	*438.00*
Current Liabilities		
Sectra Plaza Private Limited	—	*4.32*
Softweb Technologies Private Limited	2.53	*3.57*

Notes to the Financial Statements

Note 27 (Continued) (₹ in Lakhs)

Names and Relationship	Current Year ₹	Previous Year ₹
Key Management Personnel		
Current Liabilities		
Mr. Vinay K. Goenka	37.20	*17.10*
Mr. S. K. Ghosh	27.60	*25.20*
Advances		
Mr. S. K. Ghosh	10.67	*12.33*
Mr. S. Roy	1.40	*1.88*

19 Segment Reporting

(i) The Company is engaged in the integrated process of growing, harvesting, manufacturing and sale of Black Tea during the year and hence no primary segment reporting is considered under Business Segment.

(ii) Geographical Segments have been considered for disclosure as the Secondary Reporting Segment based on sales in domestic markets and exports.

(iii) Secondary Segment Information

	Domestic	Exports	Total
Segment Revenue - External Sales	12037.28 *(12221.85)*	1673.72 *(746.02)*	13711.00 *(12967.87)*
Segment Assets	12307.20 *(10907.24)*	— —	12307.20 *(10907.24)*
Capital Expenditure	478.13 *(508.76)*	— —	478.13 *(508.76)*

Figures of Previous Year are indicated in Italics within brackets "( )"

20 Previous year's figures have been regrouped or rearranged, wherever necessary.

Signatures to Note Nos. 1 to 27

B. M. Chatrath & Co.
Firm Registration Number - 301011E
Chartered Accountants
A. Chatrath
Partner
Membership Number - 052975
Kolkata, 26th May, 2016

S. Roy
Company Secretary
S. K. Mukhopadhyay
Chief Financial Officer

Vinay K. Goenka
Chairman
S. K. Ghosh
Managing Director

CASH FLOW STATEMENT
for the year ended 31st March, 2016

(₹ in Lakhs)

		Current Year	Previous Year
A. Cash Flow from operating activities			
Profit / (Loss) before Taxation		613.98	*1129.55*
Adjustments for			
Depreciation and Amortisation		332.30	*499.89*
Finance Costs		76.34	*32.14*
Income from Interest and Dividends		(169.36)	*(51.90)*
Provisions no longer required written back		(14.05)	*(1.24)*
Net Gain on Sale of Current Investments		(214.68)	—
Net Loss on Sale of Non - Current Investment		7.35	—
(Profit) on Disposal of Fixed Assets (Net)		(0.60)	*(5.34)*
Operating Profit before working capital changes		631.28	*1603.10*
Adjustments for changes in			
Trade and Other Receivables		(1019.42)	*503.92*
Inventories		(220.78)	*(58.29)*
Trade Payables and Other Liabilities		891.19	*111.91*
Cash generated from operations		282.27	*2160.64*
Direct Taxes Paid		(18.51)	*(397.93)*
Net Cash from operating activities	(A)	263.76	*1762.71*
B. Cash Flow from investing activities			
Purchase of Fixed Assets		(478.03)	*(508.76)*
Payment of Capital Advances		(61.90)	*(810.10)*
Refund of Capital Advances		810.00	—
Purchase of Non-current Investments		(1682.29)	*(0.29)*
Purchase of Current Investments		—	*(702.28)*
Sale of Non-current Investments		9.27	—
Sale of Current Investments		916.96	—
Sale of Fixed Assets		1.57	*5.52*
Interest and Dividend Received		161.65	*50.87*
Net Cash from / (used) in investing activities	(B)	(322.77)	*(1965.04)*
C. Cash Flow from financing activities			
Proceeds from Short-term Borrowings		—	*222.62*
Proceeds from Long-term Borrowings		1000.00	*45.41*
Repayment of Long -term Borrowings		(14.59)	—
Repayment of Short-term Borrowings		(222.62)	—
Finance Costs Paid		(67.55)	*(32.14)*
Net Cash from / (used) in financing activities	(C)	695.24	*235.89*
Net increase / (decrease) in Cash and Cash Equivalents	(A+B+C)	636.23	*33.56*

CASH FLOW STATEMENT (Continued)

(₹ in Lakhs)

	Current Year	Previous Year
Cash and Bank Balances		
Opening Balance		
Cash and Bank Balances [Note 17]	785.37	*751.81*
Closing Balance		
Cash and Bank Balances [Note 17]	1421.60	*785.37*

1. The above Cash Flow Statement has been prepared under the Indirect Method as set out in the Accounting Standard - 3 on Cash Flow Statement.
2. The Notes referred to above form an integral part of the Cash Flow Statement.
3. Previous year's figures have been regrouped or rearranged, wherever necessary.

As per our report of even date.

B. M. Chatrath & Co.
Firm Registration Number - 301011E
Chartered Accountants
A. Chatrath
Partner
Membership Number - 052975
Kolkata, 26th May, 2016

S. Roy
Company Secretary
S. K. Mukhopadhyay
Chief Financial Officer

Vinay K. Goenka
Chairman
S. K. Ghosh
Managing Director

INDEPENDENT AUDITORS' REPORT

To the Members of

Warren Tea Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Warren Tea Limited ("the Company") and its associate company, comprising of the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company including its associate 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. The respective Board of Directors of the company and of its associate company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk

Auditors' Report (Continued)

assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 consolidated state of affairs of the Company and its associate company as at March 31, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

(d) In our opinion, the aforesaid consolidated 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) On the basis of the written representations received from the directors of the Company as on March 31, 2016 taken on record by the Board of Directors of the Company, none of the directors of the Company, is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

Auditors' Report (Continued)

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) 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 as referred to in Note No. 27(5)(a & c) 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 and its associate company during the year.

For B.M.Chatrath & Co.
Chartered Accountants
Firm Registration Number: 301011E
A. Chatrath
Partner
Membership Number 052975

Place: Kolkata
Date: 26th May, 2016

Auditors' Report (Continued)

'ANNEXURE – A' TO THE INDEPENDENT AUDITOR'S REPORT

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 Warren Tea Limited ("the Company") and its associate company as of March 31, 2016 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Company and its associate company are 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. 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 judgement, 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.

Auditors' Report (Continued)

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 and its associate 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 March 31, 2016, 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 B.M.Chatrath & Co.
Chartered Accountants
Firm Registration Number: 301011E
A. Chatrath
Partner
Membership Number 052975

Place: Kolkata
Date: 26th May, 2016

CONSOLIDATED BALANCE SHEET
as at 31st March, 2016

	Notes	As at 31st March, 2016 ₹ in Lakhs
EQUITY AND LIABILITIES		
Shareholders' Funds		
Share Capital	1	1195.08
Reserves and Surplus	2	11223.99
		12419.07
Non-current Liabilities		
Long-term Borrowings	3	914.71
Other Long-term Liabilities	4	122.07
Long-term Provisions	5	2049.26
		3086.04
Current Liabilities		
Trade Payables		926.94
Other Current Liabilities	6	1630.05
Short-term Provisions	7	642.79
		3199.78
		18704.89
ASSETS		
Non-current Assets		
Fixed Assets		
Tangible Assets	8	6621.83
Intangible Assets	9	11.31
Capital Work-in-Progress		116.95
Non-current Investments	10	3650.28
Deferred Tax Assets (Net)	11	104.12
Long-term Loans and Advances	12	1794.00
		12298.49
Current Assets		
Inventories	13	1083.61
Trade Receivables	14	3660.58
Cash and Bank Balances	15	1421.60
Short-term Loans and Advances	16	188.55
Other Current Assets	17	52.06
		6406.40
		18704.89
Notes to Accounts	25	

The Notes referred to above form an integral part of the Consolidated Financial Statements.

As per our report of even date.

B. M. Chatrath & Co.
Firm Registration Number - 301011E
Chartered Accountants
A. Chatrath
Partner
Membership Number - 052975
Kolkata, 26th May, 2016

S. Roy
Company Secretary
S. K. Mukhopadhyay
Chief Financial Officer

Vinay K. Goenka
Chairman
S. K. Ghosh
Managing Director

CONSOLIDATED STATEMENT OF PROFIT AND LOSS
for the year ended 31st March, 2016

	Notes	Current Year ₹ in Lakhs
Revenue		
Revenue from Operations	18	13842.05
Other Income	19	472.02
Total Revenue		14314.07
Expenses		
Changes in Inventories of Finished Goods	20	(183.69)
Employee Benefits Expense	21	8800.23
Finance Costs	22	76.34
Depreciation and Amortisation Expense	23	332.30
Corporate Social Responsibility Expenses		10.10
Other Expenses	24	4664.81
Total Expenses		13700.09
Profit before Tax		613.98
Tax Expense		
Current Tax		125.00
Deferred Tax		30.65
Profit after Tax but before share of Loss from Associate		458.33
Share of (Loss) of Investments in Associate		(78.22)
Profit for the year		380.11
Basic and Diluted Earnings per Share of ₹ 10 each (₹)		3.18
Notes to Accounts	25	

The Notes referred to above form an integral part of the Consolidated Financial Statements.

As per our report of even date.

B. M. Chatrath & Co.
Firm Registration Number - 301011E
Chartered Accountants
A. Chatrath
Partner
Membership Number - 052975
Kolkata, 26th May, 2016

S. Roy
Company Secretary
S. K. Mukhopadhyay
Chief Financial Officer

Vinay K. Goenka
Chairman
S. K. Ghosh
Managing Director

Notes to the Consolidated Financial Statements

	As at 31st March, 2016 ₹ in Lakhs
Note 1	
SHARE CAPITAL	
Authorised	
2,00,00,000 Equity Shares of ₹ 10/- each	2000.00
Issued, Subscribed and fully Paid-up	
1,19,50,804 Equity Shares of ₹ 10/- each (including Bonus Shares - 57,86,601)	1195.08
	1195.08

	No. of Shares	
Reconciliation of the number of Equity Shares Outstanding at the beginning and at the end of the year	11950804	1195.08

Shareholders holding more than 5% shares of the Company

Name	No. of Shares	%
Vinay K. Goenka	2004601	16.77
Maple Hotels & Resorts Limited	1598224	13.37
C. K. Dhanuka, P. K. Khaitan and D. P. Jindal (Jointly as Escrow Agents)	1416074	11.85
Ashdene Investments Ltd.	1181505	9.89
Isis Enterprises Ltd.	1102785	9.23
Vivek Goenka	738438	6.18
Maygrove Investments Ltd.	630106	5.27

Rights, preferences and restrictions attached to shares

The Company has only one class of shares being Equity Shares having a par value of ₹ 10/- each. All equity shares rank pari passu in all respects including voting rights, entitlement to dividend and repayment of capital.

1236531 Equity Shares of ₹ 10/- each allotted during the financial year 2012-13 by way of fully paid-up Bonus Shares only to the public shareholders to the exclusion of promoters in the ratio of 7 Equity Shares for every 10 Equity Shares of the Company.

Notes to the Consolidated Financial Statements

	As at 31st March, 2016 ₹ in Lakhs
Note 2	
RESERVES AND SURPLUS	
Capital Reserve	185.37
Securities Premium Account	963.03
Revaluation Reserve	1879.62
General Reserve (Free Reserve and for general purpose)	876.38
Surplus in Statement of Profit and Loss	
Balance at the beginning of the year	6939.48
Add : Profit for the Year	380.11
Balance at the end of the year	7319.59
	11223.99
Note 3	
LONG-TERM BORROWINGS	
SECURED	
Term Loan from a Bank [Secured by equitable mortgage / first charge on the entire fixed assets of the Company on pari passu basis with other banks, repayable in quarterly instalments ending in July 2021]	900.00
Term Loan from a Bank [Secured by way of hypothecation of related car, repayable in monthly instalments ending in January 2018]	14.71
	914.71
Note 4	
OTHER LONG-TERM LIABILITIES	
Trade Payables	122.07
	122.07

Notes to the Consolidated Financial Statements

	As at 31st March, 2016 ₹ in Lakhs
Note 5	
LONG-TERM PROVISIONS	
Provision for Employee Benefits	1158.19
Provision for Taxation (Net)	891.07
	2049.26
Note 6	
OTHER CURRENT LIABILITIES	
Current Maturity of Long-Term Debt	116.11
Interest accrued and due on borrowings	8.79
Advances from Customers	2.54
Other Payables	
Employee Benefits Payable	1418.04
Retention Money	4.74
Others (Including Statutory Dues)	79.83
	1630.05
Note 7	
SHORT-TERM PROVISIONS	
Provision for Employee Benefits	642.79
	642.79

Notes to the Consolidated Financial Statements

₹ in Lakhs

PARTICULARS	GROSS BLOCK - AT COST/VALUATION				DEPRECIATION/AMORTISATION				NET BLOCK
	As at 1st April 2015	Additions	Disposals	As at 31st March 2016	Upto 1st April 2015	For the Year	Disposals	Upto 31st March 2016	As at 31st March 2016
Note 8									
FIXED ASSETS-TANGIBLE									
Land (Freehold)	589.01	—	—	589.01	—	—	—	—	589.01
Estates and Development (Leasehold)	2743.89	—	—	2743.89	—	—	—	—	2743.89
Buildings	6373.38	174.70	—	6548.08	4459.28	148.19	—	4607.47	1940.61
Bridges, Culverts, Bunders etc.	532.89	—	—	532.89	163.29	14.93	—	178.22	354.67
Roads	1112.63	97.93	—	1210.56	1111.42	11.03	—	1122.45	88.11
Plant and Equipment	2901.41	58.62	7.76	2952.27	2384.52	57.08	7.61	2433.99	518.28
Furniture and Fixtures	284.77	1.25	—	286.02	257.24	20.53	—	277.77	8.25
Vehicles	799.10	40.57	3.16	836.51	470.23	54.90	2.34	522.79	313.72
Office Equipments	29.10	2.45	0.23	31.32	23.61	2.20	0.23	25.58	5.74
Computers and Data Processing Units	222.82	10.44	0.12	233.14	190.78	10.61	0.12	201.27	31.87
Electrical Installations and Equipment	306.43	15.41	0.07	321.77	286.47	7.69	0.07	294.09	27.68
Total	15895.43	401.37	11.34	16285.46	9346.84	327.16	10.37	9663.63	6621.83

Notes to the Consolidated Financial Statements

₹ in Lakhs

PARTICULARS	GROSS BLOCK - AT COST/VALUATION				DEPRECIATION/AMORTISATION				NET BLOCK
	As at 1st April 2015	Additions	Disposals	As at 31st March 2016	Upto 1st April 2015	For the Year	Disposals	Upto 31st March 2016	As at 31st March 2016
Note 9									
FIXED ASSETS-INTANGIBLE									
Computer Software (Rate of Amortisation - 20%)	166.96	4.55	—	171.51	157.16	4.09	—	161.25	10.26
Tenancy Right (Rate of Amortisation - 5%)	21.00	—	—	21.00	18.90	1.05	—	19.95	1.05
Total	187.96	4.55	—	192.51	176.06	5.14	—	181.20	11.31

Notes to the Consolidated Financial Statements

				As at 31st March, 2016 ₹ in Lakhs
Note 10				
NON-CURRENT INVESTMENTS				
(At or under cost)				
Trade Investments				
Unquoted - Equity Instruments				
10000	Equity Shares of ₹ 10/- each fully paid-up in ABC Tea Workers Welfare Services (Net of Provision for diminution in the value of Investments - ₹ 1.00)			*
Other than Trade Investments				
Quoted - Equity Instruments				
15150	Equity Shares of ₹ 10/- each fully paid-up in Pal Peugeot Limited (Net of Provision for diminution in the value of Investments - ₹ 1.52)			*
35	Equity Shares of ₹ 10/- each fully paid-up in Hindusthan Engineering & Industries Limited (Net of Provision for diminution in the value of Investments - ₹ 0.35)			*
225	Equity Shares of ₹ 5/- each fully paid-up in McLeod Russel India Limited			0.05
864	Equity Shares of ₹ 10/- each fully paid-up in Syndicate Bank			0.43
100	Equity Shares of ₹ 10/- each fully paid-up in Goodricke Group Limited			0.15
100	Equity Shares of ₹ 10/- each fully paid-up in NTPC Limited			0.14
2700	Equity Shares of ₹ 2/- each fully paid-up in Bank of Baroda			5.00
2000	Equity Shares of ₹ 1/- each fully paid-up in State Bank of India			4.94
17500	Equity Shares of ₹ 2/- each fully paid-up in Rain Industries Ltd.			5.42
200000	Equity Shares of ₹ 10/- each fully paid-up in Subex Ltd.			19.95
Unquoted - Equity Instruments				
Investment in Associate				
6500000	Equity Shares of ₹ 10/- each fully paid-up in an Associate, Maple Hotels & Resorts Limited [Refer Note 25(2)]			3471.70
	Cost of Investments (Including Goodwill ₹ 571.42)		3146.98	
	Add : Company's Share in accumulated Profit/(Loss)			
	As on 1st April, 2015	₹ 402.94		
	(Loss) for the year	₹ (78.22)		
			324.72	
			3471.70	
Others				
150000	Equity Shares of ₹ 10/- each fully paid-up in Warren Steels Private Limited (Net of Provision for diminution in the value of Investments - ₹ 45.00)			142.50
	Carried forward			3650.28

Notes to the Consolidated Financial Statements

Note 10 (Continued)	As at 31st March, 2016 ₹ in Lakhs
Brought forward	3650.28
Debenture and Bonds	
100 Debenture of ₹ 12.50 each fully paid-up in NTPC Limited	*
	3650.28

Notes :

1 Market Value of Quoted Investments	32.13
2 Aggregate Book Value of Quoted Investments	36.08
3 Aggregate Book Value of Unquoted Investments	3614.20
4 Aggregate Provision for diminution in the value of Investments	47.87

5 * Indicates that amount is below the rounding off norm adopted by the Company.

Note 11

DEFERRED TAX ASSETS (NET)

Timing difference on account of :	
Expenses allowable on payment	3.61
Provision for Doubtful Debts	2.09
Depreciation	98.42
	104.12

Note 12

LONG-TERM LOANS AND ADVANCES

(Unsecured - Considered Good)	
Capital Advances	61.90
Security Deposits (Includes Deposit to Related Party ₹ 433.20) [Refer Note No. 25(19)]	608.59
Deposits with Government Authorities and Others	5.69
Deposits with National Bank for Agriculture and Rural Development	797.63
Advance Tax (Net)	7.89
Other Loans and Advances	
Loans to Employees for housing, vehicle and furniture [Refer Note No. 25(8)]	31.13
Advances to Suppliers, Service Providers, etc.	281.17
	1794.00

Note 13

INVENTORIES

(At lower of cost or net realisable value)	
Stock of Tea	544.49
Stock of Stores and Spares	539.12
	1083.61

Notes to the Consolidated Financial Statements

	As at 31st March, 2016 ₹ in Lakhs
Note 14	
TRADE RECEIVABLES	
(Unsecured)	
Trade Receivables outstanding for a period exceeding six months from the date due for payment	
Considered Doubtful	34.85
Less: Provision for Doubtful Debts	34.85
	—
Other Trade Receivables	
Considered Good	3660.58
	3660.58
Note 15	
CASH AND BANK BALANCES	
Cash and Cash Equivalents	
Balances with Banks	
Current Accounts	65.91
Deposit Accounts with less than three months maturity	1350.00
Cash on hand	2.82
Cash with Garden Kayahs	1.68
Other Bank Balances	
Deposit Accounts	1.19
	1421.60
Note 16	
SHORT-TERM LOANS AND ADVANCES	
(Unsecured - Considered Good)	
Deposits with Government Authorities and Others	2.98
Loans to Employees for housing, vehicle and Furniture [Refer Note No. 25(8)]	7.98
Advances to Suppliers, Service Providers, etc.	113.34
Prepaid Expenses	64.25
	188.55
Note 17	
OTHER CURRENT ASSETS	
(Unsecured - Considered Good)	
Interest Accrued on Deposits	47.00
Subsidy Receivable	5.06
	52.06

Notes to the Consolidated Financial Statements

	Current Year ₹ in Lakhs
Note 18	
REVENUE FROM OPERATIONS	
Sale of Products - Tea	13711.00
Other Operating Revenues	
Sale of Tea Waste	27.24
Tea Board Subsidy	76.51
Sale of Scrap	0.51
Export Incentive	26.79
	13842.05
Note 19	
OTHER INCOME	
Interest Income	158.72
Dividend Income from Non-current Investments	0.06
Dividend Income from Current Investments	10.58
Net Gain on Sale of Current Investment	214.68
Other Non-operating Income	
Profit on Disposal of Fixed Assets (Net)	0.60
Insurance Claims	45.45
Miscellaneous Receipts	3.61
Liabilities no longer required written back	14.05
Net Gain on Foreign Currency Transactions and Translation	24.27
	472.02
Note 20	
CHANGES IN INVENTORIES OF FINISHED GOODS	
Opening Inventories	360.80
Less : Closing Inventories	544.49
	(183.69)
Note 21	
EMPLOYEE BENEFITS EXPENSE	
Salaries and Wages	6640.23
Contributions to Provident and Other Funds	1238.94
Staff Welfare Expenses	921.06
	8800.23

Notes to the Consolidated Financial Statements

	Current Year ₹ in Lakhs
Note 22	
FINANCE COSTS	
Interest Expense	63.89
Other Borrowing Costs	12.45
	76.34
Note 23	
DEPRECIATION AND AMORTISATION EXPENSE	
Depreciation on Tangible Assets	327.16
Amortisation on Intangible Assets	5.14
	332.30
Note 24	
OTHER EXPENSES	
Consumption of Stores and Spare Parts	
Packing Materials	151.70
Others	1200.21
Power and Fuel	1360.90
Rent	26.57
Repairs to Buildings	50.52
Repairs to Machinery	7.43
Insurance	18.68
Rates and Taxes	189.06
Tea Board Cess	36.53
Administrative Overheads	905.06
Selling	
Freight	374.10
Insurance	25.14
Other Selling Expenses	311.56
Net Loss on Sale of Non Current Investment	7.35
	4664.81

Notes to the Consolidated Financial Statements

Note 25 (₹ in Lakhs)

1. **Significant Accounting Policies**

   (a) Basis of preparation

   The Consolidated Financial Statements have been prepared in line with the Companies Act, 2013 and Rules framed thereunder.

   Investment in Associate Companies is accounted for in accordance with Accounting Standard 23 on Accounting for investments in Associates in Consolidated Financial Statements' prescribed under the Act, under equity method.

   (b) Depreciation (including amortisation) on fixed assets of the Company has been provided on Straight Line Method . However, Depreciation on fixed assets of the Associated Company is provided on Written Down Value Method over the useful life of an asset as per Schedule II to the Companies Act, 2013.

   (c) Other Significant Accounting Policies

   These are set out under 'Significant Accounting Policies' as given in the Company's separate Financial Statement.

2 The Consolidated Financial Statements comprise the financial statements of its Associate being Maple Hotels & Resorts Limited, India, holding 46.92% ownership by the Company.

3 Revaluation of all Plantation Assets excluding depreciable Assets was conducted in 2001-02 by approved Valuers appointed by the Company. In evaluating such Assets, the Valuers carried out physical inspection, verification and analysis of plantation areas and valued the same on a conservative basis. The resultant incremental amount of ₹ 1879.62 in respect of seven tea estates of the Company was incorporated in the Accounts as on 31st March, 2002 and credited to the Revaluation Reserve Account.

4 Under the Assam Fixation of Ceiling of Land Holding Act, 1956, undeveloped lands, approximately 2145 hectares have been vested in the State Government. Necessary adjustments in respect of land compensation will be made in the accounts on settlement of the same.

5	Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of Advance)	137.35
6	Contingent Liabilities	
	(a) Claims not acknowledged as debt	1.50
	(b) Bank Guarantees	24.39
	(c) Sales Tax Demands in dispute (under Appeals)	98.19
	Cash outflows, if any, in respect of the above is not determinable at this stage.	
7	Unpaid Disputed Statutory Dues in respect of	
	(a) Income-tax	
	Forum : Deputy Commissioner of Income-Tax	56.14
	Commissioner of Income-tax (Appeals)	0.09

Notes to the Consolidated Financial Statements

Note 25 (Continued) (₹ in Lakhs)

(b) Sales tax	
Forum : Deputy Commissioner of Taxes (Appeals)	68.16
Commissioner of Taxes	5.86
Appellate & Revisional Board	—
Gauhati High Court	17.60
(c) Land Revenue	
Forum : Additional Deputy Commissioner	28.33
8 Loans and Advances to Employees include	
(i) Amounts due by a Director of the Company	
(a) On Long-Term	8.87
(b) On Short-Term	1.80
(Advanced to an employee since elevated as a Director)	
(ii) Amounts due by an Officer of the Company	
(a) On Long-Term	0.92
(b) On Short-Term	0.48
9 Expenditure incurred on Corporate Social Responsibility activities	
(a) Gross Amount required to be spent by the Company during the year	44.69
(b) Amount spent during the year on :	
Promoting Education	10.10
10 There are no outstanding dues of micro and small enterprises based on information available with the Company.	
11 Amounts paid/payable to Auditors	
Statutory Auditors	
(a) Statutory Audit Fees	10.31
(b) Tax Audit Fees	1.16
(c) Limited Review & Other Matters	5.61
(d) Out of Pocket Expenses	0.28
12 Consumption of Stores and Spares	
All Indigenous	1351.91
13 Value of Imports calculated on C.I.F basis	
Stores and Spares	—
14 Earnings in Foreign Exchange	
Exports on F.O.B. basis	1692.14
15 Expenditure in Foreign Currency	
(a) Subscription and Other Charges	1.84
(b) Pension	3.08
(c) Travelling	19.04

Notes to the Consolidated Financial Statements

Note 25 (Continued) (₹ in Lakhs)

16 The Remuneration payable to Mr. Vinay K Goenka, Chairman and Mr. S. K. Ghosh, Managing Director have been provided for in the accounts in accordance with of their service contracts as approved by the Shareholders. However, in view of inadequacy of profits during the year, their respective bonus being part of contractual remuneration though provided for in full in the accounts exceed by ₹ 29.51 and ₹ 12.80 respectively of the limits prescribed by Section 197 read with Schedule V of the Companies Act, 2013. Necessary applications have been filed with the Central Government under Sections 197 & 198 of the Companies Act, 2013 for their approvals which are awaited.

17 Post Employment Defined Benefit Plans

The Company operates defined Benefit Schemes like Gratuity, Superannuation, Pension and Additional Retiral Benefit Plans based on current salaries in accordance with the Rules of the Funds/Plans.

In terms of Accounting Policies enumerated in Note 25 the following Table sets forth the particulars in respect of Defined Benefit Plans of the Company for the year ended 31st March, 2016 arising out of actuarial valuations:

A) Funded and Unfunded Plans

I. Reconciliation of opening and closing balances of the present value of the Defined Benefit Obligation

	Funded Plans		Unfunded Plans	
	Gratuity	Superannuation	Pension	Additional Retiral Benefit
Present Value of Obligation at the beginning of the year	1954.24	567.64	1136.71	57.42
Current Service Cost	119.14	88.37	87.55	4.22
Past Service Cost	—	—	—	—
Interest Cost	150.16	45.41	89.86	4.51
Actuarial (Gains)/Losses	358.78	(39.80)	(133.79)	0.52
Benefits paid	(154.37)	—	(26.88)	(2.03)
Present Value of Obligation at the end of the year	2427.95	661.62	1153.45	64.64

II. Reconciliation of opening and closing balances of the fair value of Plan Assets

Fair value of Plan Assets at the beginning of the year	1852.51	617.49
Expected Return on Plan Asset	166.72	55.57
Actuarial Gains/(Losses)	(11.28)	(1.22)
Contributions	101.73	35.00
Benefits paid	(154.37)	—
Fair value of Plan Assets at the end of the year	1955.31	706.84

III. Reconciliation of the present value of the Defined Benefit Obligation and the fair value of Plan Assets

Present Value of the Obligation at the end of the year	2427.95	661.62
Fair value of Plan Assets at the end of the year	1955.31	706.84
(Asset)/Liabilities recognised in the Balance Sheet	472.64	(45.22)

Notes to the Consolidated Financial Statements

Note 25 (Continued) (₹ in Lakhs)

	Funded Plans		Unfunded Plans	
	Gratuity	Superannuation	Pension	Additional Retiral Benefit
IV. Expenses recognised in the Profit and Loss Account				
Current Service Cost	119.14	88.37	87.55	4.22
Past Service Cost	—	—	—	—
Interest Cost	150.16	45.41	89.86	4.51
Expected Return on Plan Asset	(166.72)	(55.57)	—	—
Actuarial (Gains)/Losses	370.06	(38.58)	(133.79)	0.52
Total Expenses Recognised and Disclosed under Contributions to Provident, Gratuity and Other Funds (For Funded Plans) and to Staff Welfare Expenses (For Unfunded Plans) in Note 21	472.64	39.63	43.62	9.25
V. Category of Plan Assets				
Equities	—	—		
Fixed Income Debt / Securities / Bonds	815.94	251.36		
Other Assets	1139.37	455.48		
	1955.31	706.84		
VI. Actual Return on Plan Assets	155.44	54.35		

B) Principal Actuarial Assumptions of funded and unfunded Plans, as applicable

	%
Discount Rate	8.00
Salary Escalation	5.00
Inflation Rate	5.00
Expected Return on Asset	9.00

Actuarial valuation considered estimates of future salary increases taking into account inflation and other relevant factors.

Notes to the Consolidated Financial Statements

Note 25 (Continued) (₹ in Lakhs)

C) Other Disclosure :

I. Funded Plans

Gratuity Fund

Present Value of the Obligation at the end of the year	2427.95
Fair value of Plan Assets at the end of the year	1955.31
(Surplus)/Deficit at the end of the year	472.64
Experience Adjustments on Obligation - [(Gain)/Loss]	358.78
Experience Adjustments on Plan Assets - [Gain/(Loss)]	(11.28)

Superannuation Fund

Present Value of the Obligation at the end of the year	661.62
Fair value of Plan Assets at the end of the year	706.84
(Surplus)/Deficit at the end of the year	(45.22)
Experience Adjustments on Obligation - [(Gain)/Loss]	(39.80)
Experience Adjustments on Plan Assets - [Gain/(Loss)]	(1.22)

II. Unfunded Plans

Pension

Present Value of the Obligation at the end of the year	1153.45
(Surplus)/Deficit at the end of the year	1153.45
Experience Adjustments on Obligation - [(Gain)/Loss]	(133.79)

Additional Retiral Benefit

Present Value of the Obligation at the end of the year	64.64
(Surplus)/Deficit at the end of the year	64.64
Experience Adjustments on Obligation - [(Gain)/Loss]	0.52

Post Employment Contribution Plan

During the year an aggregate amount of ₹698.12 has been recognised as expenditure towards Provident Fund, defined contribution plan of the Company.

Notes to the Consolidated Financial Statements

Note 25 (Continued) (₹ in Lakhs)

18 Basic and Diluted Earnings Per Share

Number of Equity Shares at the beginning of the year	11950804
Number of Equity Shares at the end of the year	11950804
Weighted average number of Equity Shares outstanding during the year	11950804
Face value of each Equity Share (₹)	10
Profit after tax available for distribution to the Equity Shareholders	380.11
Basic and Diluted Earnings per Share (₹)	3.18
Dilutive Potential Equity Shares	Not Applicable

19 Related Party Disclosures

(i) Names and Relationship

Relationship	Name
Associate	Maple Hotels & Resorts Limited
Significant Influence by Key Management Personnel	Warren Industrial Limited Sectra Plaza Private Limited Softweb Technologies Private Limited
Key Management Personnel	Mr. Vinay K. Goenka (Chairman) Mr. S. K. Ghosh (Managing Director) Mr. S. Roy (Company Secretary) Mr. S. K. Mukhopadhyay (Chief Financial Officer)
Relative of a Key Management Personnel	Mrs. Sunita Vinay Goenka Mr. Vivek Goenka

(ii) Particulars of Transactions and year-end balances

Names and Relationship	₹
Associate	
Maple Hotels & Resorts Limited	
Investments	846.00
Capital Advance paid / (realised)	(810.00)
Significant Influence by Key Management Personnel	
Receiving of Services	
Sectra Plaza Private Limited	7.28
Softweb Technologies Private Limited	38.58
Key Management Personnel & Relative	
Remuneration	
Mr. Vinay K. Goenka	122.65
Mr. S. K. Ghosh	101.11
Mr. S. Roy	31.90
Mr. S. K. Mukhopadhyay	24.07
Mr. Vivek Goenka	23.18

Notes to the Consolidated Financial Statements

Note 25 (Continued) (₹ in Lakhs)

Balance at the year-end	
Associate	
Investments	
Maple Hotels & Resorts Limited	3146.98
Significant Influence by Key Management Personnel	
Security Deposit	
Sectra Plaza Private Limited	433.20
Current Liabilities	
Softweb Technologies Private Limited	2.53
Key Management Personnel	
Current Liabilities	
Mr. Vinay K. Goenka	37.20
Mr. S. K. Ghosh	27.60
Advances	
Mr. S. K. Ghosh	10.67
Mr. S. Roy	1.40

20 Segment Reporting

(i) The Company is engaged in the integrated process of growing, harvesting,manufacturing and sale of Black Tea during the year and hence no primary segment reporting is considered under Business Segment.

(ii) Geographical Segments have been considered for disclosure as the Secondary Reporting Segment based on sales in domestic markets and exports.

(iii) Secondary Segment Information

	Domestic	Exports	Total
Segment Revenue - External Sales	12037.28	1673.72	13711.00
Segment Assets	12307.20	—	12307.20
Capital Expenditure	478.13	—	478.13

21 Statement containing Financial Information of Associate :

Sl No.	Name of the Entity	Net Assets		Share in Profit or Loss	
		As % age of Consolidated Net Assets	Amount	As % age of Consolidated Profit or Loss	Amount
1	Parent Warren Tea Limited	97.39	12094.35	120.58	458.33
2	Associate Maple Hotels & Resorts Limited	2.61	324.72	(20.58)	(78.22)
		100.00	12419.07	100.00	380.11

Notes to the Consolidated Financial Statements

Note 25 (Continued)

22 Being the first occasion, consolidated financial statements are presented without comparative figures for the previous year.

Signatures to Note Nos. 1 to 25

B. M. Chatrath & Co.
Firm Registration Number - 301011E
Chartered Accountants
A. Chatrath
Partner
Membership Number - 052975
Kolkata, 26th May, 2016

S. Roy
Company Secretary
S. K. Mukhopadhyay
Chief Financial Officer

Vinay K. Goenka
Chairman
S. K. Ghosh
Managing Director

CONSOLIDATED CASH FLOW STATEMENT
for the year ended 31st March, 2016

		(₹ in Lakhs) Current Year
A. Cash Flow from operating activities		
Profit / (Loss) before Taxation		535.76
Adjustments for		
Share of Loss in Associate		78.22
Depreciation and Amortisation		332.30
Finance Costs		76.34
Income from Interest and Dividends		(169.36)
Provisions no longer required written back		(14.05)
Net Gain on Sale of Current Investments		(214.68)
Net Loss on Sale of Non Current Investment		7.35
(Profit) on Disposal of Fixed Assets (Net)		(0.60)
Operating Profit before working capital changes		631.28
Adjustments for changes in		
Trade and Other Receivables		(1019.42)
Inventories		(220.78)
Trade Payables and Other Liabilities		891.19
Cash generated from operations		282.27
Direct Taxes Paid		(18.51)
Net Cash from operating activities	(A)	263.76
B. Cash Flow from investing activities		
Purchase of Fixed Assets		(478.03)
Payment of Capital Advances		(61.90)
Refund of Capital Advances		810.00
Purchase of Non-current Investments		(1682.29)
Sale of Non-current Investments		9.27
Sale of Current Investments		916.96
Sale of Fixed Assets		1.57
Interest and Dividend Received		161.65
Net Cash from / (used) in investing activities	(B)	(322.77)
C. Cash Flow from financing activities		
Proceeds from Long-term Borrowings		1000.00
Repayment of Long-term Borrowings		(14.59)
Repayment of Short-term Borrowings		(222.62)
Finance Costs Paid		(67.55)
Net Cash from / (used) in financing activities	(C)	695.24
Net increase / (decrease) in Cash and Cash Equivalents	(A+B+C)	636.23

CONSOLIDATED CASH FLOW STATEMENT (Continued)

	(₹ in Lakhs) Current Year
Cash and Bank Balances	
Opening Balance	
Cash and Bank Balances	785.37
Closing Balance	
Cash and Bank Balances [Note 15]	1421.60

1. The above Consolidated Cash Flow Statement has been prepared under the Indirect Method as set out in the Accounting Standard - 3 on Cash Flow Statement.
2. The Notes referred to above form an integral part of the Consolidated Cash Flow Statement.
3. Being the first occasion, Consolidated Cash Flow Statement are presented without comparative figures for the previous year.

As per our report of even date.

B. M. Chatrath & Co.
Firm Registration Number - 301011E
Chartered Accountants

A. Chatrath	S. Roy	Vinay K. Goenka
Partner	*Company Secretary*	*Chairman*
Membership Number - 052975	S. K. Mukhopadhyay	S. K. Ghosh
Kolkata, 26th May, 2016	*Chief Financial Officer*	*Managing Director*

Form AOC - 1

[Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of Associate Companies

Part "B" : Associates

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associated Companies

	Name of Associate	Maple Hotels & Resorts Limited
1	Latest audited Balance Sheet Date	31st March, 2016
2	Shares of Associate held by the Company on the year end	
	Number	65,00,000
	Amount of Investment in Associate (₹ in Lacs)	3146.98
	Extent of Holding %	46.92%
3	Description of how there is significant influence	Holding directly 20% or more of the voting power
4	Reason why the associate is not consolidated	Not applicable since Financial Statements are consolidated
5	Networth attributable to Shareholding as per latest audited Balance Sheet (₹ in Lacs)	2900.80
6	Loss for the year (₹ in Lacs)	166.71
	(i) Considered in Consolidation	78.22
	(ii) Not Considered in Consolidation	88.49

Note : Warren Steels Private Limited ceased to be an Associate Company during the year.

S. Roy
Company Secretary
S. K. Mukhopadhyay
Chief Financial Officer

Vinay K. Goenka
Chairman
S. K. Ghosh
Managing Director

Kolkata
26th May, 2016