



GILLANDERS ARBUTHNOT
AND COMPANY LIMITED



Towards a better **FUTURE**

ANNUAL REPORT 2014 - 15



Kothari
Group
Imagine Inspire Deliver



Mr. A.K. Kothari
Chairman

Mission

To be a good corporate citizen and to inspire and nurture the human spirit for a sustainable value based wealth creation, contributing in the socio economic progress of India in harmony with the environment.

Vision

Innovative, Dynamic and Holistic Global Conglomerate with passion for delivering outstanding performance based on integrity, professionalism, accountability and evolving in a vertical growth trajectory while enriching everyone we touch and enhancing value for all the stakeholders.



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. A. K. Kothari, *Chairman*

Smt. P. D. Kothari, *Director*

Dr. H. P. Kanoria, *Director*

Mr. H. M. Parekh, *Director*

Mr. N. Pachisia, *Director*

Mrs. S. Basu De, *Additional Director*

Mr. D. K. Sharda, *Managing Director & CEO*

CHIEF FINANCIAL OFFICER

Mr. P. K. Jain

COMPANY SECRETARY

Mr. D. Karmakar

STATUTORY AUDITOR

M/s. Singhi & Co., Kolkata

SOLICITORS

Khaitan & Co. LLP, Kolkata

BANKERS

State Bank of India

State Bank of Patiala

Bank of India

United Bank of India

IDBI Bank Limited

The Karur Vysya Bank Limited

REGISTERED OFFICE

C-4, Gillander House,

Netaji Subhas Road, Kolkata - 700 001

Phone : 033-2230-2331 (6 Lines)

Fax : 033-2230 4185

E-mail : gillander@gillandersarbuthnot.com

Website : www.gillandersarbuthnot.com

Audit Committee

Mr. H. M. Parekh, *Chairman*

Mr. A. K. Kothari, *Member*

Mr. N. Pachisia, *Member*

Mrs. S. Basu De, *Member*

Stakeholders Relationship Committee

Mr. H. M. Parekh, *Chairman*

Mr. A. K. Kothari, *Member*

Smt. P. D. Kothari, *Member*

Mr. D. K. Sharda, *Member*

Nomination And Remuneration Committee

Mr. H. M. Parekh, *Chairman*

Smt. P. D. Kothari, *Member*

Dr. H. P. Kanoria, *Member*

Mr. N. Pachisia, *Member*

Corporate Social Responsibility Committee

Mr. H. M. Parekh, *Chairman*

Mr. N. Pachisia, *Member*

Mrs. S. Basu De, *Member*

Branches/Offices

Amritsar, Chennai, Delhi, Kundli, Ludhiana, Mumbai, Panipat, Salem.



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NOTICE

Notice is hereby given that the Eighty First Annual General Meeting of the Members of the Company will be held on Thursday, the 3RD DAY OF SEPTEMBER, 2015 at 11-30 A.M. at the Mini Auditorium Hall of the Science City, J. B. S. Haldane Avenue, Kolkata – 700 046 to transact the following businesses:

ORDINARY BUSINESSES:

1. To consider and adopt the audited financial statement of the Company for the financial year ended on 31st March, 2015, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Arun Kumar Kothari (DIN 00051900), who retires by rotation at this Annual General Meeting, and being eligible has offered himself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification(s) the following Resolutions as Ordinary Resolutions:

(a) "RESOLVED THAT pursuant to the provisions of Sections 139 and 141 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], Messrs Singhi & Co., Chartered Accountants, Kolkata, (Firm Registration No. 302049E), be and is hereby re-appointed as the Auditor of the Company, to hold office for 5 (Five) consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 86th Annual General Meeting of the Company to be held in the calendar year 2020 (subject to ratification by the Members at the 82nd, 83rd, 84th and 85th Annual General Meeting) and that the Board of Directors be and is hereby authorized to fix such remuneration, as may be recommended by the Audit Committee in consultation with the Auditor, plus reimbursement of out-of-pocket expenses actually incurred by the Auditor at the time of performing their duties."

(b) "RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], the re-appointment of Messrs Dutta Ghosh & Associates, Chartered Accountants, Kolkata, (Firm Registration No. 309088E), as Branch Auditor of GIS Cotton Mill, Champdany, a unit of the Textile Division of the Company, from the conclusion of this Annual General Meeting till the conclusion of the 82nd Annual General Meeting be and is hereby ratified, and the Board of Directors be and is hereby authorized to fix such remuneration, as may be recommended by the Audit Committee in consultation with the Auditor, plus reimbursement of out-of-pocket expenses actually

incurred by the Auditor at the time of performing their duties."

- (c) "RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], the re-appointment of Messrs Kothari & Company, Chartered Accountants, Kolkata, (Firm Registration No. 301178E), as Branch Auditor of Engineering (MICCO) Division of the Company, from the conclusion of this Annual General Meeting till the conclusion of the 82nd Annual General Meeting be and is hereby ratified, and the Board of Directors be and is hereby authorized to fix such remuneration, as may be recommended by the Audit Committee in consultation with the Auditor, plus reimbursement of out-of-pocket expenses actually incurred by the Auditor at the time of performing their duties."

SPECIAL BUSINESSES:

4. To approve the remuneration of the Cost Auditor for the Engineering (MICCO) Division of the Company for the financial year ended on 31st March, 2015 and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution:

"RESOLVED THAT in compliance with the provisions of Section 148 of the Companies Act, 2013, Companies (Cost Records and Audit) Rules, 2014, as amended by the Ministry of Corporate Affairs vide its notification dated 31st December, 2014, and on the recommendation of the Audit Committee, the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Engineering (MICCO) Division of the Company for the financial year ended on 31st March, 2015, be paid the remuneration as set out in the statement annexed to the Notice convening this Annual General Meeting;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard."

5. To approve the remuneration of the Cost Auditors for the financial year ending on 31st March, 2016 and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and other applicable Rules, [including any statutory modification(s) or re-enactment(s) thereof, for the



time being in force], the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Tea, Textile, Engineering (MICCO) and Chemical (Waldies) Divisions of the Company for the financial year ending on 31st March, 2016, be paid the remuneration as set out in the statement annexed to the Notice convening this Annual General Meeting;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard."

6. To appoint Mrs. Sucharita Basu De (DIN: 06921540), Additional Director as an Independent Director and in this regard, to consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof, for the time being in force] and Clause 49 of the Listing Agreement, Mrs. Sucharita Basu De (DIN: 06921540), who was appointed by the Board of Directors of the Company as an Additional Director of the Company with effect from 14th August, 2014 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company from the conclusion of this Annual General Meeting, not liable to retire by rotation, and to hold office for 5 (Five) consecutive years for a term upto the conclusion of the 86th Annual General Meeting of the Company to be held in the calendar year 2020;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard."

7. To approve invitation or offer to subscribe to Redeemable Non-Convertible Debentures on private placement and in this regard, to consider and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and the Regulations/Guidelines, if any, prescribed by any relevant

authority from time to time to the extent applicable [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and subject to the provisions of the Articles of Associations of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) to offer or invite subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series /tranches, aggregating up to Rs. 100 crores (Rupees One hundred Crores), on private placement, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, utilization of the issue proceeds, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard."

By Order of the Board
For Gillanders Arbuthnot and Company Limited

D. Karmakar
Company Secretary and Compliance Officer

Date: 30th June, 2015

Registered Office:
C-4, Gillander House,
Netaji Subhas Road,
Kolkata – 700 001, India
CIN: L51909WB1935PLC008194
e-mail : secretarial@gillandersarbuthnot.com



NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 81ST ANNUAL GENERAL MEETING (HEREINAFTER REFERRED TO AS '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. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company and carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- 2) The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 15. The Company will also send communication relating to remote e-voting, which inter-alia, would contain details about User ID and password alongwith the copy of this Notice to the Members.
- 3) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 4) Brief resume of Directors seeking appointment / re-appointment at the Meeting alongwith details of their other Directorships and shareholding in the Company pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges are provided as an annexure to this Notice.
- 5) Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
- 6) The Register of Members and Share Transfer Books of the Company shall remain closed from 27th August, 2015 to 3rd September, 2015 (both days inclusive).
- 7) Dividend for the financial year ended on 31st March, 2008 and thereafter, which remains unpaid or unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund (IEPF) under Section 205A(5) of the Companies Act, 1956. Members who have not yet encashed the dividend warrant(s), for the financial year 2007-2008 or any subsequent financial years, are

requested to submit their claims to the Registered Office of the Company. It may also be noted that once the unclaimed dividend is transferred to IEPF, as stated, no further claim shall be entertained by the Company in respect thereof. The dividend for the financial year 2007-2008 is due to be transferred to the aforesaid Fund immediately after 16th October, 2015.

- 8) The Ordinary Shares of the Company are listed on the National Stock Exchange of India Limited, BSE Limited and the Calcutta Stock Exchange Limited. The Company confirms that it has paid Annual Listing Fees to the said Exchanges for the year 2015-2016. Annual Custody/Issuer fees for the financial year ending on 31st March, 2016 will be paid by the Company to NSDL/CSDL on receipt of the respective invoices.
- 9) Members holding shares in physical form are requested to notify any change in their address including Pin Code, Bank Mandate, Income Tax Permanent Account Number, etc. to the Company's Registrar & Share Transfer Agent (RTA) -
Maheshwari Datamatics Pvt. Ltd.
(Unit : Gillanders Arbuthnot and Company Limited)
6, Mangoe Lane (Surendra Mohan Ghosh Sarani),
2nd Floor, Kolkata - 700 001.

Members holding shares in dematerialized form are requested to furnish the aforesaid information to their respective depository participants for updation of the records.

- 10) Members who hold shares in physical form in multiple folios in identical name or joint holding in the same order of names are requested to send the share certificates to its RTA for consolidating into single folio. The share certificates will be returned to the Members after making requisite changes thereon.
- 11) Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. Request may be made to the Company or its RTA for the Nomination Form.
- 12) The SEBI has vide Circular no. MRD/DoP/Cir-05/2009 dated 20th May, 2009 mandated the submission of PAN by every participant in the security market. Members holding shares in electronic form /physical form are therefore, requested to submit their PAN to the Company or the RTA.
- 13) Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with the relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not yet registered their e-mail address with the Company or their respective Depository are requested to do so.
- 14) All the documents referred to in the accompanying Notice



and Statement are open for inspection by the Members at the Company's Registered Office at C-4, 'Gillander House', Netaji Subhas Road, Kolkata - 700 001 on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. till 2nd September, 2015, and will also be available for inspection at the Meeting.

15) Information and other instructions for Members relating to remote e-voting are as under:

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, and Clause 35B of the Listing Agreement, the Company is providing the facility to Members to exercise their rights to vote by electronic means. The Company has engaged the Services of Central Depository Services (India) Limited (CDSL) for providing e-voting facilities. The e-voting rights of the Members / beneficial owners shall be reckoned in proportion to ordinary shares held by them in the Company as on Thursday, 27th August, 2015 (cut -off date fixed for this purpose). The Company has appointed CS Deepak Kumar Khaitan, Practising Company Secretary FCS No. 5615, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. Detailed instructions for availing e-voting facility are as follows:

- (i) The voting period begins on Monday, 31st August, 2015 at 9.30 A.M. and ends on Wednesday, 2nd September, 2015 at 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, 27th August, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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, then your existing password is to be used.

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

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0'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 RAO0000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> ● If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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 any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Gillanders Arbuthnot and Company Limited on which you choose to vote.



- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which 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.
- (xx) 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.
- (xxi) Any person who acquires Shares and becomes Member after dispatch of Notice of the 81st Annual General Meeting and holds shares as on the 'cut off' date of 27th August, 2015, may obtain the sequence number for remote e-voting by sending a request to the Company's RTA at mdpl@cal.vsnl.net.in
16. The facility for voting shall be made available at the AGM to the Members attending the AGM who have not cast their votes by remote e-voting.
17. The result shall be declared forthwith upon receipt of the Scrutiniser's Report. The result declared along with the scrutiniser's report shall be placed on the Company's website at www.gillandersarbuthnot.com and on the website of CDSL immediately after the declaration by the Chairman and would also be communicated to the Stock Exchanges, where the shares of the Company are listed.

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102(1) of the Companies Act, 2013:

Item Nos. 4 and 5

The Board of Directors of the Company, on the recommendation of the Audit Committee, and in compliance with Section 148 of the Companies Act, 2013, the Companies (Cost Accounting Records) Rules, 2011, Companies (Cost Audit Report) Rules, 2011, notification S.O. 1747(E) dated 7th August, 2012 and Order F. No. 52/26/CAB-2010 dated 6th November, 2012 issued by the Ministry of Corporate Affairs had proposed to the Central Government, appointment of Cost Auditors for Tea, Textile and Chemical (Waldies) Divisions of the Company for the financial year ended on 31st March, 2015.

Meanwhile, the Ministry of Corporate Affairs (MCA), had issued a notification dated 30th June, 2014 through which the Companies (Cost Records and Audit) Rules, 2014 were notified, which was subsequently amended by the MCA vide notification dated 31st December, 2014. Subsequent to the said Notifications, maintenance of cost accounting records and audit was not applicable for the Tea and Textile Divisions of the Company for the financial year ended on 31st March, 2015. However, it was applicable for the Chemical (Waldies) and Engineering (MICCO) Divisions of the Company for the said financial year. In order to comply with the aforesaid Notifications, the Board of Directors of the Company at their Meeting held on 13th February, 2015, had appointed Messrs Rammani Sarkar & Co., Cost Accountants, (Firm Registration No. 100714) as the Cost Auditor of the Engineering (MICCO) Division of the Company for the financial year ended on 31st March, 2015 at a remuneration of Rs.40,000/- (Rupees forty thousand only) plus reimbursement of out of pocket expenses.

However, for the financial year ending on 31st March, 2016, the Companies (Cost Records and Audit) Rules, 2014 is applicable to the Tea, Textile, Engineering (MICCO) and Chemical (Waldies) Divisions of the Company. Accordingly, the Board, on the recommendation of the Audit Committee, has approved, the appointment and remuneration of the following Cost Auditors to conduct the audit of the cost records of the Company for the



financial year ending on 31st March, 2016, as detailed below:

Division	Cost Auditors	Audit fees
Tea	M/s. Rammani Sarkar & Co.	Rs. 78,500/- plus reimbursement of out of pocket expenses
Textile - North India Spinning Mill Unit	M/s. D. Sabyasachi & Co.	Rs. 26,500/- plus reimbursement of out of pocket expenses
Textile - GIS Cotton Mill Unit	M/s. D. Sabyasachi & Co.	Rs. 24,000/- plus reimbursement of out of pocket expenses
Engineering (MICCO)	M/s. B. Ray & Associates	Rs. 40,000/- plus reimbursement of out of pocket expenses
Chemical (Waldies)	M/s. B. Ray & Associates	Rs. 30,000/- plus reimbursement of out of pocket expenses

In accordance with the provision of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing Ordinary Resolutions, as set out in Item Nos. 4 and 5 of the Notice, for ratification of the remuneration payable to Messrs. Rammani Sarkar & Co., Cost Accountants, (Firm Registration No. 100714) for the financial year ended on 31st March, 2015 and for the remuneration payable to the Cost Auditors, who have been appointed, for the financial year ending on 31st March, 2016. Members, at the Annual General Meeting of the Company held on 14th August, 2014, have already ratified the remuneration, payable to the Cost Auditors for the Chemical (Waldies) Division of the Company relating to the financial year ended on 31st March, 2015.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolutions set out at Item Nos. 4 and 5 of the Notice.

All the documents referred to are open for inspection at the Company's Registered Office at C-4, 'Gillander House', Netaji Subhas Road, Kolkata – 700 001 on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. till 2nd September, 2015, and will also be available for inspection at the meeting.

The Board recommends the Ordinary Resolutions set out at Item Nos. 4 and 5 of the Notice for approval of the Members.

Item No. 6

Pursuant to Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as

“the Act”) and the Rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013 and the Articles of Association to the Company, Mrs. Sucharita Basu De (DIN: 06921540) was appointed by the Board of Directors ('the Board') as an Additional Director of the Company with effect from 14th August, 2014. Mrs. Sucharita Basu De holds office as a Director of the Company upto the date of the ensuing Annual General Meeting.

The Company has received notice in writing from a Member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Shucharita Basu De for the office of Director of the Company.

The Company has also received declaration from Mrs. Sucharita Basu De that she meets the criteria of independence, as prescribed, both under Section 149(6) of the Act and under Clause 49 of the Listing Agreement.

Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, provides for appointment of Independent Directors. It is proposed to appoint Mrs. Sucharita Basu De as an Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years up to the conclusion of the 86th Annual General Meeting of the Company to be held in the calendar year 2020.

In the opinion of the Board, Mrs. Sucharita Basu De fulfills the conditions for appointment as an Independent Director as specified in the Act, and the Listing Agreement. Mrs. Sucharita Basu De is independent of the management.

Brief resume of Mrs. Sucharita Basu De, nature of her expertise in specific functional areas and names of Companies in which she hold directorships and memberships/chairmanships of board, Committees, shareholding and relationships between Directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in Annexure to this Notice.

Copy of the draft letter for appointment of Mrs. Sucharita Basu De as an Independent Director setting out the terms and conditions are available for inspection by Members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mrs. Sucharita Basu De is interested in the Resolution set out at Item No. 6 of the Notice with respect to her appointment. The relatives of Mrs. Sucharita Basu De may be deemed to be interested in the Resolution set out at Item No.6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in this Resolution.



All the documents referred to are open for inspection at the Company's Registered Office at C-4, 'Gillander House', Netaji Subhas Road, Kolkata – 700 001 on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. till 2nd September, 2015, and will also be available for inspection at the Meeting.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members.

Item No. 7

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 deals with private placement of securities by a Company. Rule 14(2) states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the Company shall obtain previous approval of its shareholders by means of a Special Resolution only once in a year for all the offers or invitations for such debentures during the year. Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 deals with issue of secured debentures. The Board of Directors, from time to time, will decide whether to issue debentures as secured or unsecured.

In order to augment long term resources for financing, *inter alia*, the expansion and modernization programs and for general corporate purposes, the Board may, at an appropriate time, offer or invite subscription for secured / unsecured redeemable non-convertible debentures, in one or more series / tranches on private placement, issuable / redeemable at par.

Accordingly, consent of the Members is sought for passing the Special Resolution as set out at Item No. 7 of the Notice. This Resolution authorises the Board of Directors of the Company to offer or invite subscription for secured/unsecured non-convertible debentures, as may be required by the Company, from time to time, for a year, from the date of passing of this Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

By Order of the Board
For Gillanders Arbuthnot and Company Limited

D. Karmakar
Company Secretary and Compliance Officer

Date: 30th June, 2015



Annexure

Information pursuant to Clause 49 of the Listing Agreement with regard to the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting (Refer Item Nos. 2 & 6 of the Notice)

Name of the Director	Brief resume and nature of expertise in functional area	Number of Ordinary Shares held in the Company	Other Directorship/Other Committee Membership held*
Mr. Arun Kumar Kothari	Mr. Arun Kumar Kothari aged about 62 years is a graduate in Commerce and is a well known industrialist having wide knowledge, experience & expertise in areas relating to tea, machine tools, pharmaceuticals, chemical, engineering and spinning industry.	1,25,287	<p>Directorships: Albert David Limited Bhaktwatsal Investments Limited Kothari Phytochemicals & Industries Limited Vishnuhari Investments & Properties Limited Bharat Fritz Werner Limited Indian Glass & Electricals Limited Arvind Engineering Works Limited</p> <p>Committee Memberships Member of Audit Committee</p> <p>Albert David Limited Kothari Phytochemicals & Industries Limited</p> <p>Member of Stakeholders Relationship Committee</p> <p>Albert David Limited</p>
Mrs. Sucharita Basu De	Mrs. Sucharita Basu De aged about 40 years is a Law Graduate. She joined Khaitan & Co. in 1996 and is now an Associate Partner of the Firm. Mrs. S. Basu De expertise in Corporate and Real Estate Laws. She has several years of training and work experience and has led and been involved in numerous commercial and corporate agreements, joint ventures, financing and property transactions. She is a member of Incorporated Law Society, Kolkata and FICCI Ladies Organization.	-	<p>Directorships: Harrisons Malayalam Ltd. STEL Holdings Ltd. Pilani Investment and Industries Corporation Ltd. James Warren Tea Ltd. GKW Limited CESC Properties Ltd. Khaitan Consultants Ltd. Murlidhar Ratanlal Exports Ltd. Rainbow Investments Ltd.</p> <p>Committee Memberships Member of Audit Committee</p> <p>Pilani Investment and Industries Corporation Ltd.</p> <p>Member of Stakeholders Relationship Committee</p> <p>Pilani Investment and Industries Corporation Ltd. GKW Limited</p>

*Only Audit Committee & Stakeholders Relationship Committee of Indian Public Limited Companies have been taken into account.



DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Annual Report on the affairs of the Company together with the Audited Financial Statements for the financial year ended on 31st March, 2015.

FINANCIAL RESULTS

The Company's financial performance, for the year ended on 31st March, 2015, is summarized below: (Rs. in lakhs)

Particulars	Standalone		Consolidated
	2014-15	2013-14	2014-15
Profit Before Depreciation, Interest and Tax (PBDIT)	5,418.90	6,880.19	5,090.55
Interest / Finance Charges	4,067.05	3,597.78	4,207.80
Profit Before Depreciation and Tax (PBDT)	1,351.85	3,282.41	882.75
Depreciation / Amortisation	2,067.15	2,859.49	2,105.42
Profit(Loss) Before Tax (PBT)	(715.30)	422.92	(1,222.67)
Taxation Charge			
-Current Tax	110.00	190.00	145.20
-Deferred Tax Written Back	(504.20)	(325.00)	(480.20)
Profit(Loss) After Tax (PAT)	(321.10)	557.92	(887.67)
Balance brought forward	5,991.03	5,739.10	5,991.03
Depreciation adjustment as per revised calculations (net of deferred tax) pursuant to Schedule II of the Companies Act, 2013	(230.88)	-	(230.88)
Balance available for appropriation	5,439.05	6,297.02	4,872.48
Appropriations			
Proposed Dividend on:			
8% Redeemable Cumulative Preference Shares of Rs.100 each	-	16.00	-
Ordinary Shares of Rs.10 each	-	160.07	-
Corporate Dividend Tax	-	29.92	-
Transfer to General Reserve	-	100.00	-
Surplus carried to Balance Sheet	5,439.05	5,991.03	4,872.48
	5,439.05	6,297.02	4,872.48
Earnings per Ordinary Share (Rs.)			
- Basic	(1.58)	2.53	(4.23)
- Diluted	(1.58)	2.53	(4.23)
Dividend per Ordinary Share (Rs.)	-	0.75	-

FINANCIAL ANALYSIS AND REVIEW OF OPERATIONS

For the financial year ended on 31st March, 2015, your Company reported a loss of Rs.321.10 lakhs against profit of Rs.557.92 lakhs during the previous year. Total Income from Operations has decreased to Rs.86,780.96 lakhs during the year under review from Rs.94,679.82 lakhs in the previous year. Operational matters have been discussed under 'Management Discussion and Analysis,' detailed in appropriate part of this Report.

DIVIDEND

In view of the loss incurred by the Company for the financial year ended on 31st March, 2015, your Directors have not recommended any dividend for the said financial year.

MANAGEMENT DISCUSSION AND ANALYSIS

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement

with the Stock Exchanges in India is presented in a separate section forming part of the Annual Report. The industry structure, development, performance, opportunities, threats, outlook, risk and concerns, internal control systems and their adequacy, financial performance with respect to operational performance and material developments in human resource and industrial relations have been discussed in the paragraphs to follow.

Tea Division

Global tea production (excluding China) during the calendar year 2014 was lower as compared to the previous year, mainly due to crop loss in India, though it was partly compensated by higher crop in Kenya. All India tea production was 1,184 million kgs. in 2014 against 1,200 million kgs. in 2013.

During the year under review, this Division reported a production



of 9.60 million kgs, which is marginally lower than the production of 10.00 million kgs, as reported in the previous year. Adverse weather conditions during the early part of the year have affected the production.

Average tea prices at auction centers in North India witnessed an increase of Rs. 2 per kg compared to previous year. Price realization for bulk tea was higher by around Rs. 4 per kg compared to previous year, reflecting the acceptance of your Company's products in the market.

The Directors are pleased to inform you that exports by the Division, during the year were higher when compared with the previous year. However, exports by India were lower when compared with the previous year. This Division has diversified into newer potential markets and has also strengthened its presence in the existing markets and is confident of achieving higher exports in the coming year.

During the year under review, the performance of the packet tea segment was stable and the Division is hopeful for improved performance in the coming year.

Fresh wage agreements have been signed for both Assam and Bengal Gardens, which have come into effect retrospectively, which has increased the cost and adversely affected the profitability. Apart from the above, profitability of the Division was also impacted by rising costs of other inputs like coal, electricity, agro-chemicals, etc.

During the current year, production till date, has been higher as compared to the previous year. Hence, prices at tea auction centers have been showing signs of sluggishness. There will be increase in cost due to wage agreement and inputs in the coming year. This division expects to perform better, as compared to the previous year due to emphasis on quality, better export and packet sales.

Engineering (MICCO) Division

This Division is mainly involved in the EPC contracts in the Steel Sector. During the year under review, Steel Sector was adversely affected due to economic slowdown in the country and had very poor demand across the globe, resulting in delay in the expansion/modernization in the industry. Due to recessionary condition and financial stress in the industry there was delay in project execution. In addition, new orders were hard to come by.

However, two prestigious orders of Blast Furnace Upgradation / Relining at JSW, Bellary and Tata Steel Ltd., Jamshedpur were bagged by the Division. Few new orders are expected to be bagged by your Division in the near future. This Division has achieved a unique fit of commissioning of Blast Furnace No. 1 at Vizag Steel Plant, subsequent to Category-I Capital repair of the said furnace.

The Division is facing increased competition due to entry of many domestic and international players but with the available experience and expertise, your Directors are confident of countering the competitors. Your Division is also focusing on the new ventures to have an edge over its competitors.

This Division has been continuously making efforts to make entry into new trajectory in collaboration with the national and international players, which will help the Division to have a diversified portfolio and to procure new orders, leading to sustainable growth in the future.

Your Directors are of the view that the business scenario for Steel Industry is expected to change favourably due to government initiatives, which will also benefit the Company.

Textile Division

The production of this Division during the year under review was reported at 18,642 M.T. The overall performance of the Mills, located at Champdany, West Bengal and Akbarpur, Punjab were adversely affected due to unfavourable market conditions resulting primary from high fluctuations in raw material prices.

As reported during the last year, the change in the cotton policy by the Chinese Government (effective from 1st April, 2014) has resulted in a sharp decline in raw cotton prices in International Market resulting in poor demand for cotton yarn. The Cot look a index, a bench mark index for prices of raw cotton, was down by 25% in the first half. Decrease in exports of cotton yarn in the first half, has significantly increased the inventory and has pulled down yarn prices to unrealistic level. The problem for the Indian Spinning Mill were former compounded, as cotton prices in India did not correct much, because of lower physical inventory in the country, which resulted in both operational as well as inventory losses. The prices of synthetic fiber also witnessed a steep fall since December, 2014, as a result of sharp decrease in the prices of crude oil.

The cotton crop in the current cotton year is estimated to be 380 lakhs bales. On arrival of new crop, the prices in India decreased sharply in second half and the gap with the International cotton prices was reduced, to a certain extent. The decrease was so sharp that the prices for some time went below the minimum support price, which compelled Cotton Corporation of India to intervene and provide stability to the falling prices.

Cotton Corporation of India has procured a huge volume of cotton (approx 25% of the year's crop) resulting in physical shortage of cotton in the market, in the current year. The shortage of physical cotton in market and increase in international prices has pushed up the prices, during the current financial year. The prices of other synthetic fiber have also increased in line with the crude oil prices. However, the spinning mills have not been able to pass on the increase in raw material prices, due to poor demand, both in domestic and export market.

The withdrawal of various export incentives in the current year has further adversely affected the competitiveness of Indian spinners in export market. In order to overcome the steep fluctuations in the prices of raw material, which is expected to continue, the Division has started manufacturing value added dyed yarns, which will insulate the Division to some extent from the fluctuations and improve the working in the current year.

The Directors expect that the performance of this Division in the coming year to be stable.



Chemical (Waldies) Division

This Division is engaged in the manufacture of Lead Oxides and PVC Stabilisers used in the manufacture of Battery, Paints and other products.

During the year under review, the industry witnessed competition from local manufacturers from the unorganized sector. However, your Division has an edge over its competitors due to better quality of products. Production was reported at 3,587 M.T. as against 3,547 M.T. in the previous year. The total revenue earned was higher, when compared with the previous year.

This Division has ISO-9001 Certification in Quality Management System and provides total customer satisfaction in terms of quality and service. It also enjoys ISO-14001 certification for its Environment Management System & OHSAS-18001 certification for its Occupational Health & Safety Management System.

Continuous effort are being made for bringing in improvement in the operation of this Division and for developing new markets on pan India Basis. The outlook of the Division in the coming year is stable.

Trading Division

During the year under review, the turnover of this Division was lower compared to previous year primarily due to the ongoing slowdown in the real estate sector. Large manufacturers are directly entering into the market resulting in severe competition. Some of the Branches of the Division, which were not sustainable, have been closed down during the year under review. Your Directors will closely monitor the feasibility and viability of continuation of this Division in the coming years.

Property Division

This Division has reported revenue of Rs. 711.99 lakhs, which is marginally higher than the reported revenue of Rs.671.90 lakhs, in the previous year. The increase in revenue is due to renewal of tenancy at increased rates for few existing tenants. As reported in the previous year, the Division has completed a major portion of repair and renovation of 'Gillander House', during the year under review. Comprehensive fire safety policy is rigorously implemented with installation of fire safety equipments and conducting of fire safety drills at regular intervals.

The property market has not shown any significant sign of recovery due to recessionary economic condition. It has also been observed that huge property banks with all modern amenities are lying ideal and this division will face severe competition in the coming years. However, your Division's main property being centrally located and with recent repairs and renovation, your Directors are hopeful that the Division will do reasonably well by filling up vacant areas. Further steps to improve the quality of services will be taken up soon. The Directors expect that the performance of this Division in the coming year to be stable.

Internal financial control systems and their adequacy

Your Directors wish to inform you that the Company has proper and adequate system of internal controls. Internal Audits are conducted by Independent professional firms of Chartered Accountants and reports thereon are reviewed and discussed with the operational heads and CFO and then discussed with MD & CEO, before placing it with the Audit Committee and corrective actions, are taken. Procedures have been laid down by the Company to safeguard and protect all assets and ensure that the transactions are authorized, recorded and reported correctly.

The Company has policies and procedures in place for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The Enterprise Resource Planning (ERP) system has been implemented in the Company, which provides reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

The controls which are in place are given below in brief:

- a) Maker & Checker concept for all the transactions.
- b) All the banking payments are signed jointly by any two authorised officials of the Company.
- c) All the authorised officers have been given specified authority within which they are required to function.
- d) Any deviations, have prior approval of the authorised officers.
- e) Internal Auditors have been appointed for all the Divisions to verify and report on the effectiveness of the system.

Human Resource and Industrial Relations

The Company has laid down the processes for attracting, retaining and recognizing talent as it acknowledges the importance of good Human Resource. Company has cordial relations with employees and there is mutual respect and admiration for each other. The Directors wish to record their appreciation for the co-operation received from all employees. Industrial relation was generally good.

Caution Statement

Management Discussion and Analysis Report contains forward-looking statements, which are based on certain assumptions and expectations of future events. The Company's actual results and performance may differ from those projected due to unforeseen circumstances viz., political, economic, etc., over which the Company does not have any control. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent developments,



information or events. Readers are advised to apply their own diligence and independent judgment.

CONSOLIDATED FINANCIAL STATEMENTS

Consolidated financial statements for the financial year ended on 31st March, 2015, prepared as per the provisions of the Companies Act, 2013. (hereinafter referred to as 'the Act'), Rules framed therein and the applicable Accounting Standards are provided in the Annual Report.

SUBSIDIARY/ASSOCIATE COMPANIES

As reported last year, your Directors are pleased to inform you that in September 2014, Gillanders Holdings (Mauritius) Limited, Mauritius, a wholly owned subsidiary of the Company, has acquired 100 percent fully paid up Ordinary Shares of Group Developments Limited, Malawi, alongwith its wholly owned subsidiaries viz. Naming'omba Tea Estate Limited, Maifisi Tea Estates Limited and Group Holdings Limited. The said estates are engaged in growing and processing of Tea, Macadamia and other crops. Production of tea from these estates during the period under review was affected by drought and subsequent flood, which resulted in marginal fall in production. However, production of Macadamia was slightly better than the corresponding period last year. During the year under review, the focus was on improving agricultural field practices, benefits of which will start accruing in the coming year. The results of the subsidiaries for the current period reflect only seven months of operations after the acquisition and hence are not indicative of full year results and are not comparable with the previous year. Your Directors are expecting a better result in the coming year due to improve in agricultural practices and successful implementation of cost management plans.

During the year under review, Satyam Financial Services Limited, Kolkata, the sole associate of the Company, ceased to be an associate.

A separate section on the performance and financial position of the subsidiaries/associate in Form AOC-1 is part of the Annual Report and is annexed to the Report.

FIXED DEPOSITS

The Company is eligible to invite, accept or renew deposits under the provisions of the Act and the Rules framed therein.

As on 31st March, 2015 an amount of Rs. 2,948.84 lakhs was outstanding as fixed deposits received from the public and shareholders of your Company. Matured fixed deposit amounting to Rs. 3.20 lakhs remained unclaimed and outstanding as on 31st March, 2015, out of which 3 numbers, of deposits amounting to Rs. 2.06 lakhs have been claimed and refunded in April, 2015.

DIRECTORS

In accordance with the provisions of the Act, Mr. A. K. Kothari (DIN: 00051900) will retire in the ensuing Annual General Meeting, and being eligible, offers himself, for re-appointment. The Board of Directors recommends the same.

Mrs. S. Basu De (DIN: 06921540) was appointed by the Board of

Directors as an Additional Director of the Company with effect from 14th August, 2014 and she will hold office as a Director of the Company upto the date of the ensuing 81st Annual General Meeting. The Company has received notice in writing from a Member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. S. Basu De for the office of an Independent Director of the Company to hold office for a period of 5 (Five) consecutive years up to the conclusion of the 86th Annual General Meeting of the Company to be held in the calendar year 2020.

The Company has also received declaration from Mrs. S. Basu De that she meets the criteria of independence, as prescribed, both under Section 149(6) of the Act and under Clause 49 of the Listing Agreement. The Board recommends her appointment as an Independent Director, by way of an Ordinary Resolution.

The Company has also received declarations from Dr. H. P. Kanoria (DIN: 00286685), Mr. H. M. Parekh (DIN: 00026530) and Mr. N. Pachisia (DIN: 00233768), Independent Directors of the Company, that they meet the criteria of Independence as prescribed both under the Act and the Listing Agreement with the Stock Exchanges.

The details of programmes for familiarization/ training of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters can be accessed on the website of the Company at the link: http://www.gillandersarbuthnot.com/policies/tid_policy.pdf

Mr. P. K. Khaitan (DIN: 00004821) and Mr. J. N. Godbole (DIN: 00056830) have resigned from the Board of Directors of the Company in the during financial year ended on 31st March, 2015, in order to comply with the provisions of the Act and the Listing Agreement with respect to maximum number of Directorship that a person can hold. The Board wishes to place on record its deep sense of appreciation and gratitude for the valuable contribution, guidance and advice received from them.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- a) in the preparation of the annual accounts for the financial year ended on 31st March, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) such accounting policies have been selected and applied consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the loss of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the 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 fraud and other irregularities;

- d) the annual accounts have been prepared on a 'going concern' basis;
- e) internal financial controls has been laid down so that the same can be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) proper systems has been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by Securities and Exchange Board of India . The Report on Corporate Governance confirming compliance with the conditions stipulated under Clause 49 of the Listing Agreement, which forms part of the Annual Report, is attached to this Report. Certificate on Corporate Governance, as stipulated in Clause 49 of the Listing Agreement with Stock Exchanges, issued by CS Deepak Kumar Khaitan, Practicing Company Secretary (FCS NO. 5615), is also attached to this Report.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. Since all related party transactions entered into by the Company were in the ordinary course of business and were on an arm's length basis, Form AOC-2 is not applicable to the Company.

During the year, the Company has not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on related party transactions as approved by the Board may be accessed on the Company's website at the link: http://www.gillandersarbuthnot.com/policies/rpt_policy.pdf. Your Directors draw attention of the members to Note No. 35 to the standalone financial statements which sets out related party disclosures.

CORPORATE SOCIAL RESPONSIBILITY

Your Company believes that growth, success and progress of a Company are not reflected only by its Balance Sheet but also by its ability to make a positive difference in the lives of people and tries to address the needs of people by taking sustainable initiatives in the areas of health, education, environment conservation, infrastructure and community development.

The Company does not limit itself in using resources only for earnings but also engages in activities which enrich and enhance the lives of everyone around us. Company's Corporate Social Responsibility (CSR) initiatives are continuous commitment to contribute to economic development and to improve the quality of life of humankind. Business decisions are based not only on financial factors, but also on social and environmental impact of such decisions.

The Corporate Social Responsibility Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board. The CSR Policy may be accessed on the Company's website at the link : http://www.gillandersarbuthnot.com/policies/csr_policy.pdf. The Company undertakes need based initiatives in compliance with Schedule VII of the Act.

During the year under review, the Company has spent Rs. 12.26 lakhs on CSR activities, in compliance with the provisions of the Companies Act and Rules framed therein. The Annual Report on CSR activities is annexed herewith and marked as Annexure I.

RISK MANAGEMENT

The Company has laid down a procedure to inform the Board Members, on a periodic basis, about the identified risks and the steps taken to mitigate and minimize the same. The Company has already identified and assessed major elements of risks, which may threaten the existence of the various Divisions of the Company. The Executive Management reviews the identified risks, including assessment of the said risks and procedures, which are being implemented for the monitoring, mitigating and minimization of the said risks. Risk officers have been formally nominated at the operating businesses, whose role is to educate about the identified risks and to develop risk management culture within the businesses.

AUDITORS

Messrs. Singhi & Co., Chartered Accountants, (Firm Registration No. 302049E) and Statutory Auditor of the Company, who retire after the conclusion of the ensuing 81st Annual General Meeting, and being eligible, offer themselves, for re-appointment for a term of 5 (Five) consecutive years up to the conclusion of the 86th Annual General Meeting of the Company to be held in the calendar year 2020.

At the 80th Annual General Meeting of the Company, held on 14th August, 2014, Messrs. Dutta Ghosh & Associates, Chartered Accountants (Firm Registration No. 309088E) and Messrs. Kothari & Company, Chartered Accountants, (Firm Registration No. 301178E) had been appointed as Branch Auditors of the GIS Cotton Mill (unit of Textile Division) and the Engineering (MICCO) Division of the Company for a term of 4 (Four) and 3 (Three) consecutive years respectively. However, their appointment is



subject to ratification at the ensuing 81st Annual General Meeting of the Company scheduled to be held on 3rd September, 2015.

Your Board has obtained written consent from Messrs. Singhi & Co., Chartered Accountants, for their re-appointment and a certificate confirming that the re-appointment, if made, shall be in accordance with the conditions as prescribed under Sections 139 and 141 of the Act, and the Rules framed therein. The aforesaid re-appointment has the consent of the Audit Committee. Accordingly, the Board recommends their re-appointment by way of an Ordinary Resolution.

AUDITORS' REPORT

Auditors' Report to the members of the Company does not contain any qualification or adverse remark. Financial Statements and notes thereon are self-explanatory and need no further explanation.

COST AUDITORS

On the recommendation of the Audit Committee, and in compliance with Section 148 of the Act, the Companies (Cost Accounting Records) Rules, 2011, Companies (Cost Audit Report) Rules, 2011, notification S.O. 1747(E) dated 7th August, 2012 and Order F. No. 52/26/CAB-2010 dated 6th November, 2012 issued by the Ministry of Corporate Affairs, the Board of Directors of the Company at their Meeting held on 26th May, 2014 had appointed Cost Auditors for Tea, Textile and Chemical (Waldies) Divisions of the Company for the financial year ended on 31st March, 2015.

Meanwhile, the Ministry of Corporate Affairs (MCA), had issued a notification dated 30th June, 2014 through which the Companies (Cost Records and Audit) Rules, 2014 were notified, which was subsequently amended by the MCA vide notification dated 31st December, 2014. Subsequent to the said notifications, maintenance of cost accounting records and audit was not applicable for the Tea and Textile Divisions of the Company for the financial year ended on 31st March, 2015. However, it was applicable for the Chemical (Waldies) and Engineering (MICCO) Divisions of the Company for the said financial year. Messrs. Rammani Sarkar & Co., Cost Accountants, (Firm Registration No. 100714) was appointed as Cost Auditor of the Chemical (Waldies) Division of the Company for the financial year ended on 31st March, 2015.

In order to comply with the aforesaid Notifications, the Board of Directors of the Company at their Meeting held on 13th February, 2015, had appointed M/s. Rammani Sarkar & Co., Cost Accountants, (Firm Registration No. 100714) as the Cost Auditor of the Engineering (MICCO) Division of the Company for the financial year ended on 31st March, 2015 at a remuneration of Rs.40,000/- (Rupees forty thousand only) plus reimbursement of out of pocket expenses.

SECRETARIAL AUDIT

The Board had appointed CS. K. C. Dhanuka, Practising Company Secretary, (FCS No. 2204) to conduct Secretarial Audit

for the financial year ended on 31st March, 2015. The Secretarial Audit Report for the financial year ended on 31st March, 2015 is annexed herewith and marked as Annexure II to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

OTHER DISCLOSURES:

Composition of Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee of the Company, at present, comprises of Mr. H. M. Parekh as the Chairman of the Committee, Mr. N. Pachisia and Mrs. S. Basu De as the Members of the said Committee.

Composition of Audit Committee

The Audit Committee of the Company, at present, comprises of Mr. H. M. Parekh as the Chairman of the Committee, Mr. A. K. Kothari, Mr. N. Pachisia and Mrs. S. Basu De as the Members of the said Committee. The recommendations made by the Audit Committee were accepted by the Board.

Composition of Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company, at present comprises of Mr. H. M. Parekh as the Chairman of the Committee, Smt. P. D. Kothari, Dr. H. P. Kanoria and Mr. N. Pachisia as the Members of the said Committee. The criteria for performance evaluation of Board, Committees and the Directors are laid down under the Nomination and Remuneration Policy of the Company. Remuneration Policy for Directors, Key Managerial Personnel and other employees may be accessed on the Company's website at the link:http://www.gillandersarbuthnot.com/policies/nr_policy.pdf

Composition of Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Company, at present comprises of Mr. H. M. Parekh as the Chairman of the Committee, Mr. A. K. Kothari, Smt. P. D. Kothari, and Mr. D. K. Sharda as the Members of the said Committee.

Whistle Blower Policy

The Company has in place a Whistle Blower Policy in compliance with the provisions of the Act and the Listing Agreement. The said Policy provides for a formal vigil mechanism for all employees and Directors of the Company to report to the Chairman of the Audit Committee of the Company genuine concerns or grievances about the unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy on whistle blower may be accessed on the Company's website at the link: http://www.gillandersarbuthnot.com/policies/wb_policy.pdf. Your Board affirms that no person has been denied access to the Chairman of the Audit Committee.

Meetings of the Board

Five Meetings of the Board of Directors were held during the year. For further details, please refer to Clause IID of the report



on Corporate Governance, which forms part of this Annual Report.

Particulars of Loans given, Investments made, Guarantees given and Securities provided

- i) A Corporate guarantee of USD 13.0 Million was given to Axis Bank Ltd., Kolkata for issuing SBLC(Stand By Letter of Credit) by mortgaging tea estates of the Tea Division for availing loan of USD 12.75 million from Axis Bank, Singapore, by Gillanders Holdings (Mauritius) Limited, Mauritius, a wholly owned Subsidiary of the Company.
- ii) An amount of USD 10,000 was invested to purchase 10,000 equity shares of Gillanders Holdings (Mauritius) Limited, Mauritius.

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

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in Annexure III to this Report.

Extract of Annual Return

Extract of Annual Return of the Company is annexed herewith and marked as Annexure IV.

Particulars of Employees and related disclosures

No employee draws remuneration in excess of the limits provided in the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Rule 5(2) of the said Rules state that the Board's Report shall include a statement showing the name of every employee, who, if employed throughout the financial year, was in receipt of remuneration for that year, which, in aggregate, was not less than Rs.60 lakhs and if employed, for part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate was not less than Rs.5 lakhs per month.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in Annexure V to this Report.

MATERIAL CHANGES

There have been no material changes and commitments affecting the financial position of the Company since the close of the financial year i.e., 31st March, 2015. Further, there has been no change in the nature of business of the Company.

GENERAL

Your Directors states that no significant or material orders were passed by the Regulators or Courts or Tribunals which may impact the going concern status and Company's operations in

future and that there was no case filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENT

The Directors would like to record their appreciation for the co-operation and support received from the employees, shareholders, banks, government agencies and all stakeholders.

For and on behalf of the Board

A. K. Kothari
Chairman

Kolkata, 29th May, 2015.



ANNEXURE I

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year ended on 31st March, 2015

1	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	CSR Policy of the Company has been framed in accordance with the provisions of the Companies Act, 2013 and Rules framed therein and the activities undertaken are as per Schedule VII of the said Act. For details please refer to the section 'Other Board Committees' of the Corporate Governance Report. For the financial year ended on 31 st March, 2015, the Company through registered trusts has undertaken activities of providing medical help and education to needy of the society. The web link for the CSR Policy is http://www.gillandersarbuthnot.com/policies/csr_policy.pdf
2	The Composition of the CSR Committee.	Mr. H. M. Parekh- Chairman (Independent Director) Mr. N. Pachisia (Independent Director) Mrs. S. Basu De (Independent Director)
3	Average net profit of the Company for last three financial years.	Rs. 610.60 lakhs
4	Prescribed CSR Expenditure (two percent of the amount as in item 3 above)	Rs. 12.21 lakhs
5	Details of CSR spent during the financial year - (1) Total amount to be spent for the F.Y. : (2) Amount unspent , if any : (3) Manner in which the amount spent during the financial year :	Rs. 12.26 lakhs Rs. 12.21 lakhs Nil The manner in which the amount is spent is detailed in the Annexure A

Kolkata, 29th May, 2015D. K. Sharda
Managing Director & CEOH. M. Parekh
Chairman-CSR Committee



Annexure A

Rs. in Lakhs

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S.N.	CSR project or activity identified	Sector in which the Project is covered	Projects or Programs (1) Local Area or other (2) State and District where the projects/ programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads (1) Direct Expenditure on projects or programs (2) Overheads	Cumulative expenditure upto to the reporting period	Amount Spent: Direct or through implementing strategy
1.	Mata Gujri Memorial Medical College & Lions Seva Kendra Hospital - Medical help to the needy people	Medical and Health 1. Free Major Operations 2. Free Medicines 3. Free Diet 4. Free Implants	Kishanganj, Bihar	Rs.5.00	Rs.5.00	Rs.5.00	Rs.5.00
2.	Aseema Charitable Trust - Educational, Health and Medical help to 45 (fortyfive) under privileged tribal children of Awalkhedha village, Nashik, Maharashtra	Educational, Health and Medical	Nashik, Maharashtra	Rs.4.50	Rs.4.50	Rs.4.50	Rs.4.50
3.	Indian Institute of Cerebral Palsy-Computer Education to 5(five) adults with disability.	Medical and Health	Kolkata, West Bengal	Rs.0.51	Rs.0.51	Rs.0.51	Rs.0.51
4.	Prime Ministers National Relief Fund	-	-	-	Rs.1.25	Rs.1.25	Rs.1.25
5.	Clean Ganga Fund	-	-	-	Rs.1.00	Rs.1.00	Rs.1.00
	Total	-	-	10.01	12.26	12.26	12.26

The CSR Committee confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company.

Kolkata, 29th May, 2015

D. K. Sharda
Managing Director & CEO

H. M. Parekh
Chairman-CSR Committee



ANNEXURE - II

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with the Guidance Note on Secretarial Audit (Release-1.2) of the Institute of Company Secretaries of India]

To,
The Members,
Gillanders Arbuthnot and Company Limited
C-4, Gillander House, Netaji Subhas Road,
Kolkata- 700 001

We have conducted the secretarial audit of Gillanders Arbuthnot and Company Limited having its registered office at C-4, Gillander House, Netaji Subhas Road, Kolkata – 700001 and having CIN L51909WB1935PLC008194 (hereinafter called “The Company”), for the financial year ended on 31st March, 2015 (“the period under review”). The aforesaid Secretarial Audit has been conducted pursuant to the provisions of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with the Guidance Note on Secretarial Audit (Release-1.2) of the Institute of Company Secretaries of India, in a manner that provided us a reasonable basis for evaluating the corporate conduct and the process of statutory compliances under various statutes, rules, regulations, guidelines, as indicated here in below in the instant report and as such expressing my opinion thereon.

Based on our 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 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:

We have examined the secretarial compliance based on the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 and as shown to us during our audit, according to the provisions of the following laws:

- (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;
- (v) Any other laws generally applicable to the Company.
- (vi) 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;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. 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;

- (vii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the period under review:-
 - a. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - b. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - c. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 1998.

To the best of our knowledge and understanding, we are of view that during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above, so far as compliance of Company's secretarial functions, Board process and existence of a compliance management system are concerned.

We have checked the standard listing agreement entered by the Company with the following Stock Exchanges in India and to the best of our understanding, we are of the view that the Company has adequately complied with the secretarial functions and board processes to comply with the applicable provision thereof, during the aforesaid period under review:

- (i) National Stock Exchange of India Limited (NSE);
- (ii) Bombay Stock Exchange Limited (BSE) and
- (iii) Calcutta Stock Exchange Limited (CSE)

We further report that to the best of our understanding,

- a) The Board of Directors of the Company is duly constituted as per the provisions of the Companies Act, 2013 and of the Stock Exchanges Standard Listing Agreement, as applicable for the time being. 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.
- b) Adequate notices were given to all Directors for the Board and Committee Meetings. Agenda and notes on agenda were sent in advance and further information and clarifications on the agenda items were provided for meaningful participation at the meeting.
- c) All decisions at Board Meetings and Committee Meetings are carried out unanimously, as recorded in the Minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

It is stated that the compliance of all the applicable provisions of the Companies Act, 2013 and other laws is the responsibility of the management. We have relied on the representation made by the Company and its Officers for systems and mechanism set up by the Company for compliance under applicable laws. Our examination, on a test- check basis, was limited to procedures followed by the Company for ensuring the Compliance with the said provisions. 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 its affairs. We further state that this is neither an Audit nor an expression of opinion on the financial activities/ statements of the Company. Moreover, we have not covered any matter related to any other law which may be applicable to the Company except the aforementioned corporate laws of the Union of India.

Place: Kolkata
Date: 29th May, 2015

K. C. Dhanuka
K.C. Dhanuka & Co.
Company Secretaries
FCS-2204, C.P. No.-1247



ANNEXURE III

Information as per Clause(m) of Section 134(3) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended 31st March, 2015

A. CONSERVATION OF ENERGY

i) Steps taken or impact on Conservation of Energy

The Company accords great importance to conservation of energy. The Company has taken the following steps:

- a. Conventional tube lights and vapour lamps are being replaced by the energy efficient LED lights.
 - b. New D G Sets installed to replace old Generators.
 - c. Replacement of old rewind motors with high efficiency motors.
 - d. Timely replacement of power capacitor and equipment for achieving ideal power factor.
 - e. Replacement of old Driers with high throughput energy-efficient VFBD driers.
 - f. Taken measures to reduce consumption of overall compressed air.
 - g. Installation of Stabilizers in lighting line.
 - h. Installation of capacitors on motors in the factory processing areas and in irrigation pumps.
- ii) Steps taken by the Company for utilizing alternate sources of energy
- a) LED Lights are being installed in the factories and tea gardens.
 - b) Risk Husk is used in Captive Power Plant at our Textile Unit at Akbarpur. Natural Gases are used at various Tea Estates, wherever possible.

iii) Capital Investment on energy conservation equipments

Investment is made for purchase of LED lights, DG Sets, VFBD driers, etc.

B. TECHNOLOGY ABSORPTION

i) Efforts made towards technology absorption

- a) Installation of latest machines/equipment, viz.,
 - i) Automatic Cone winding machine,
 - ii) Murata Process Auto Conner,
 - iii) Uster Classmate 5 ,
 - iv) Truetzschler make TUFT Blender,
 - v) Knitting machine for samples.

b) Installation of Latest Irrigation Equipment, Continuous Fermenting machine, VFBD driers with coal heater, plucking machine in the Tea Garden .

ii) Benefits derived like product improvement, cost reduction, product development or import substitution

- a) New products were developed.
- b) Improvement in Productivity, energy conservation and overall improvement in the quality of product.
- c) Proper and efficient use of water increases productivity due to less dependency on rainfall.

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

No technology has been imported by the Company during the last three years.

iv) The expenditure incurred on Research and Development

Recurring expenditure of Rs. 11.40 Lakhs was incurred.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Total foreign exchange earned and used during the financial year ended on 31st March, 2015:

	Rs. in lakhs
Foreign exchange earned	9,693.57
Foreign exchange used	4,410.04

For and on behalf of the Board

Kolkata, 29th May, 2015.

A. K. Kothari
Chairman



Annexure IV

FORM No. MGT 9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2015
[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	L51909WB1935PLC008194
ii.	Registration Date	01.02.1935
iii.	Name of the Company	GILLANDERS ARBUTHNOT AND COMPANY LIMITED
iv.	Category / Sub-Category of the Company	PUBLIC COMPANY LIMITED BY SHARES
v.	Address of the Registered office and contact details	C-4 GILLANDER HOUSE,NETAJI SUBHAS ROAD, KOLKATA-700 001, INDIA Phone : 033 2230-2331(6 lines) Fax : 033 2230 4185 e-mail : gillander@gillandersarbuthnot.com
vi.	Whether listed company	YES
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	MAHESHWARI DATAMATICS PVT. LTD. 6, MANGO LANE,(SURENDRA MOHAN GHOSH SARANI), 2ND FLOOR, KOLKATA- 700 001 Phone : 033 2248 2248, 2243 5029 Fax : 033 2248 4787 e-mail : mdpl@cal.vsnl.net.in

II	PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10% or more of the total turnover of the Company)	Attachment A
III	PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES	Attachment B
IV	SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)	
	i) Category-wise Share holding	Attachment C
	ii) Shareholding of Promoters	Attachment D
	iii) Change in Promoters' Shareholding	Attachment E
	iv) Shareholding pattern of top ten Shareholders(other than Directors, Promoters and Holders of GDRs and ADRs)	Attachment F
	v) Shareholding of Directors and Key Managerial Personnel	Attachment G
V	INDEBTEDNESS	
	Indebtedness of the Company including interest outstanding/accrued but due for payment	Attachment H
VI	REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL	
	A. Remuneration to Managing Director, Whole-time Directors and/or Manager	Attachment I
	B. Remuneration to other Directors	Attachment J
	C. Remuneration to Key Managerial Personnel other than Managing Director / Manager / Whole-time Directors	Attachment K
VII	PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES	Attachment L



ATTACHMENT A

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10% or more of the total turnover of the Company)

Sl. No.	Name and description of main products	NIC code of the product	% -age to total turnover of the Company
1.	Yarn	13111/13114	45.30%
2.	Cultivation, Manufacture and Sale of Tea	01271/ 10791/ 46306	21.87%
3.	Other specialized construction activities	43900	23.98%

ATTACHMENT B

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.	Gillanders Holdings (Mauritius) Limited 6th Floor, Tower A, 1 Cyber City, Ebene, Mauritius	N.A.	Wholly Owned Foreign Subsidiary	100	2(87)
2.	Group Development Limited P.O. Box 2, Thyolo, Malawi	N.A.	Wholly Owned Foreign Subsidiary	100	2(87)
3.	Naming'omba Tea Estates Limited* P.O. Box 2, Thyolo, Malawi	N.A.	Wholly Owned Foreign Subsidiary	100	2(87)
4.	Maifisi Tea Estates Limited* P.O. Box 2, Thyolo, Malawi	N.A.	Wholly Owned Foreign Subsidiary	100	2(87)
5.	Goup Holding Limited* P.O. Box 2, Thyolo, Malawi	N.A.	Wholly Owned Foreign Subsidiary	100	2(87)

*The entire shareholding of the Companies listed in Serial Nos. 3, 4 and 5 are held by Group Developments Limited.

ATTACHMENT C

IV. SHARE HOLDING 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 [As on 01-April-2014]				No of Shares held at the end of the year [As on 31-March-2015]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	295144	0	295144	1.3829	295394	0	295394	1.3841	0.0847
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	14376321	0	14376321	67.3605	14376321	0	14376321	67.3605	0.0000
e) Banks/FI									
f) Any other									
Sub-total (A)(1)	14671465	0	14671465	68.7435	14671715	0	14671715	68.7446	0.0017
(2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corp.									
d) Banks/FI									
e) Any other									
Sub-total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000



Total shareholding of Promoter (A) = (A) (1) + (A) (2)	14671465	0	14671465	68.7435	14671715	0	14671715	68.7446	0.0017
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	300	0	300	0.0014	300	0	300	0.0014	0.0000
b) Banks/FI	3437	65543	68980	0.3232	3437	65543	68980	0.3232	0.0000
c) Central Govt	0	7086	7086	0.0332	0	7086	7086	0.0332	0.0000
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies	1187278	0	1187278	5.5630	1187278	0	1187278	5.5630	0.0000
g) FIIs									
h) Foreign Venture Capital Funds									
I) Others (specify)									
Sub-total(B)(1):-	1191015	72629	1263644	5.9208	1191015	72629	1263644	5.9208	0.0000
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	819066	39847	858913	4.0245	784569	39847	824416	3.8628	-4.0164
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2560344	643866	3204210	15.0134	2607030	626666	3233696	15.1515	0.9202
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	1133627	46866	1180493	5.5312	1150745	46866	1197611	5.6114	1.4501
c) Others (Specify)									
Non Resident Indians	106461	32879	139340	0.6529	101637	32879	134516	0.6303	-3.4620
Qualified Foreign Investor									
Custodian of Enemy Property									
Foreign Nationals	179	0	179	0.0008	0	0	0	0.0000	-100.0000
Clearing Members	19493	0	19493	0.0913	12925	0	12925	0.0606	-33.6941
Trusts	4609	0	4609	0.0216	3823	0	3823	0.0179	-17.0536
Foreign Bodies-D R									
Sub-total(B)(2):-	4643779	763458	5407237	25.3357	4660729	746258	5406987	25.3345	-0.0046
Total Public Shareholding (B) = (B) (1) + (B) (2)	5834794	836087	6670881	31.2565	5851744	818887	6670631	31.2554	-0.0037
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	20506259	836087	21342346	100.00	20523459	818887	21342346	100.00	0.0000



ATTACHMENT D

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the Year [As on 01-April-2014]			Shareholding at the end of the Year [As on 31-March-2015]			% change in share holding during the Year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	
1	KOTHARI PHYTOCHEMICALS AND INDUSTRIES LIMITED	5501078	25.7754	0.0000	5501078	25.7754	0.0000	0.0000
2	KOTHARI INVESTMENT & INDUSTRIES PRIVATE LIMITED	2253748	10.5600	0.0000	2253748	10.5600	0.0000	0.0000
3	VISHNUHARI INVESTMENTS & PROPERTIES LIMITED	1707291	7.9995	0.0000	1707291	7.9995	0.0000	0.0000
4	M.D. KOTHARI & COMPANY LIMITED	1521868	7.1307	0.0000	1521868	7.1307	0.0000	0.0000
5	KOTHARI & COMPANY PRIVATE LIMITED	1426199	6.6825	0.0000	1426199	6.6825	0.0000	0.0000
6	COMMERCIAL HOUSE PRIVATE LIMITED	1368212	6.4108	0.0000	1368212	6.4108	0.0000	0.0000
7	BHAKTWATSAL INVESTMENTS LIMITED	498498	2.3357	0.0000	498498	2.3357	0.0000	0.0000
8	SATYAM FINANCIAL SERVICES LIMITED	88177	0.4132	0.0000	88177	0.4132	0.0000	0.0000
9	ARUN KUMAR KOTHARI	125287	0.5870	0.0000	125287	0.5870	0.0000	0.0000
10	PRABHAWATI DEVI KOTHARI	67875	0.3180	0.0000	67875	0.3180	0.0000	0.0000
11	GIRDHAR DAS KOTHARI	58926	0.2761	0.0000	58926	0.2761	0.0000	0.0000
12	ANAND VARDHAN KOTHARI	42807	0.2007	0.0000	43306	0.2030	0.0000	1.1657
13	KOTHARI CAPITAL AND SECURITIES PRIVATE LIMITED	11250	0.0527	0.0000	11250	0.0527	0.0000	0.0000
14	KRISHNA KUMAR MOHTA	249	0.0012	0.0000	0	0.0000	0.0000	-100.0000
	TOTAL	14671465	68.7435	0.0000	14671715	68.7446	0.0000	0.0017

ATTACHMENT E
IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
iii) Change in Promoters' Shareholding#

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning [01/04/2014]/end of the year [31/03/2015]		Date	Increase/ decrease in Shareholding	Reason	Cumulative Shareholding during the year [01/04/2014 to 31/03/2015]	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1.	KRISHNA KUMAR MOHTA							
		249	0.0012	1/4/2014	(249)	Sale	0	0.00
		0	0.00	7/11/2014				
				31/3/2015				
2.	ANAND VARDHAN KOTHARI							
		42807	0.2006	1/4/2014	499	Purchase	43306	0.2029
				18/4/2014				
		43306	0.2029	31/3/2015				

Only changes in the shareholding pattern of Promoters during the Financial Year ended on 31st March, 2015 has been provided.

ATTACHMENT F
IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning [01/04/2014]/end of the year [31/03/2015]		Date	Increase/ decrease in Shareholding	Reason	Cumulative Shareholding during the year [01/04/2014 to 31/03/2015]	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1	BONANZA PORTFOLIO LIMITED *							
		9706	0.0455	1/4/2014				
				2/5/2014	200	Purchase	9906	0.0464
				9/5/2014	50	Purchase	9956	0.0466
				23/5/2014	57	Purchase	10013	0.0469
				30/5/2014	851	Purchase	10864	0.0509
				6/6/2014	(150)	Sale	10714	0.0502
				13/6/2014	5775	Purchase	16489	0.0773
				20/6/2014	7189	Purchase	23678	0.1109
				30/6/2014	10368	Purchase	34046	0.1595
				4/7/2014	661	Purchase	34707	0.1626
				11/7/2014	253	Purchase	34960	0.1638
				18/7/2014	(1466)	Sale	33494	0.1569



			25/7/2014	727	Purchase	34221	0.1603	
			1/8/2014	10	Purchase	34231	0.1604	
			8/8/2014	(700)	Sale	33531	0.1571	
			14/8/2014	(1840)	Sale	31691	0.1485	
			22/8/2014	4255	Purchase	35946	0.1684	
			29/8/2014	760	Purchase	36706	0.1720	
			5/9/2014	(3709)	Sale	32997	0.1546	
			12/9/2014	7685	Purchase	40682	0.1906	
			30/9/2014	18147	Purchase	58829	0.2756	
			31/10/2014	(249)	Sale	58580	0.2745	
			7/11/2014	7641	Purchase	66221	0.3103	
			14/11/2014	(4000)	Sale	62221	0.2915	
			21/11/2014	(15702)	Sale	46519	0.2180	
			28/11/2014	1190	Purchase	47709	0.2235	
			5/12/2014	1105	Purchase	48814	0.2287	
			12/12/2014	600	Purchase	49414	0.2315	
			19/12/2014	300	Purchase	49714	0.2329	
			31/12/2014	787	Purchase	50501	0.2366	
			9/1/2015	527	Purchase	51028	0.2391	
			16/1/2015	600	Purchase	51628	0.2419	
			23/1/2015	1300	Purchase	52928	0.2480	
			30/1/2015	(100)	Sale	52828	0.2475	
			20/3/2015	3353	Purchase	56181	0.2632	
	46181	0.2164	31/3/2015	(10000)	Sale	46181	0.2164	
2	JAMSON SECURITIES PRIVATE LIMITED							
	105704	0.4953	1/4/2014		Nil movement			
	105704	0.4953	31/3/2015		during the year	105704	0.4953	
3	JM FINANCIAL SERVICES LIMITED							
	30371	0.1423	1/4/2014					
			4/4/2014	(3018)	Sale	27353	0.1282	
			11/4/2014	(2507)	Sale	24846	0.1164	
			18/4/2014	(1514)	Sale	23332	0.1093	
			25/4/2014	(157)	Sale	23175	0.1086	
			2/5/2014	1125	Purchase	24300	0.1139	
			9/5/2014	(5080)	Sale	19220	0.0901	
			30/5/2014	(1000)	Sale	18220	0.0854	
			6/6/2014	521	Purchase	18741	0.0878	
			13/6/2014	(1999)	Sale	16742	0.0784	
			20/6/2014	(1)	Sale	16741	0.0784	
			30/6/2014	975	Purchase	17716	0.0830	
			4/7/2014	492	Purchase	18208	0.0853	
			11/7/2014	(463)	Sale	17745	0.0831	
			18/7/2014	(37)	Sale	17708	0.0830	
			14/8/2014	1500	Purchase	19208	0.0900	



				22/8/2014	(1500)	Sale	17708	0.0830
				5/9/2014	21996	Purchase	39704	0.1860
				12/9/2014	(12340)	Sale	27364	0.1282
				30/9/2014	(12648)	Sale	14716	0.0690
				14/11/2014	4004	Purchase	18720	0.0877
				21/11/2014	(4004)	Sale	14716	0.0690
				5/12/2014	451	Purchase	15167	0.0711
				12/12/2014	(451)	Sale	14716	0.0690
				16/1/2015	1000	Purchase	15716	0.0736
				23/1/2015	(625)	Sale	15091	0.0707
				30/1/2015	(375)	Sale	14716	0.0690
				27/3/2015	(515)	Sale	14201	0.0665
		14201	0.0665	31/3/2015			14201	0.0665
4	LIFE INSURANCE CORPORATION OF INDIA							
		1187278	5.5630	1/4/2014		Nil movement		
		1187278	5.5630	31/3/2015		during the year	1187278	5.5630
5	SWASTIKA INVESTMART LIMITED							
		4922	0.0231	1/4/2014				
				24/4/2014	5000	Purchase	9922	0.0465
				2/5/2014	1000	Purchase	10922	0.0512
				9/5/2014	19505	Purchase	30427	0.1426
				16/5/2014	1858	Purchase	32285	0.1513
				23/5/2014	3180	Purchase	35465	0.1662
				30/5/2014	3200	Purchase	38665	0.1812
				6/6/2014	180	Purchase	38845	0.1820
				13/6/2014	(4575)	Sale	34270	0.1606
				20/6/2014	1000	Purchase	35270	0.1653
				30/9/2014	(686)	Sale	34584	0.1620
				31/10/2014	(670)	Sale	33914	0.1589
				14/11/2014	(467)	Sale	33447	0.1567
				21/11/2014	(14408)	Sale	19039	0.0892
				28/11/2014	(5311)	Sale	13728	0.0643
				31/12/2014	(2700)	Sale	11028	0.0517
				9/1/2015	200	Purchase	11228	0.0526
				23/1/2015	(10728)	Sale	500	0.0023
				13/2/2015	189	Purchase	689	0.0032
				20/3/2015	100	Purchase	789	0.0037
		500	0.0023	31/3/2015	(289)	Sale	500	0.0023
6	MALL COMMERCIAL PRIVATE LIMITED							
		115903	0.5431	1/4/2014				
				9/1/2015	(15000)	Sale	100903	0.4728
		100903	0.4728	31/3/2015			100903	0.4728
7	PRAKASH JAIN							
		40597	0.1902	1/4/2014		Nil movement		



		40597	0.1902	31/3/2015		during the year	40597	0.1902
8	CRYSTAL TIE UP PRIVATE LIMITED #							
		49872	0.2337	1/4/2014				
				23/5/2014	(305)	Sale	49567	0.2322
				13/6/2014	(49567)	Sale	0	0.0000
		0	0.0000	31/3/2015			0	0.0000
9	JAGDISH AMRITLAL SHAH							
		110740	0.5189	1/4/2014		Nil movement		
		110740	0.5189	31/3/2015		during the year	110740	0.5189
10	MUKTILAL GANULAL PALDIWAL							
		32779	0.1536	1/4/2014				
				9/5/2014	1435	Purchase	34214	0.1603
				23/5/2014	426	Purchase	34640	0.1623
				20/3/2015	500	Purchase	35140	0.1646
		35140	0.1646	31/3/2015			35140	0.1646
11	MAHESH KUMAR BIHANI							
		43817	0.2053	1/4/2014				
				30/9/2014	10504	Purchase	54321	0.2545
				21/11/2014	7365	Purchase	61686	0.2890
				28/11/2014	2000	Purchase	63686	0.2984
				5/12/2014	514	Purchase	64200	0.3008
				31/12/2014	500	Purchase	64700	0.3032
				27/3/2015	483	Purchase	65183	0.3054
		65183	0.3054	31/3/2015			65183	0.3054
12	BISHWANATH PRASAD AGRAWAL							
		85000	0.3983	1/4/2014		Nil movement		
		85000	0.3983	31/3/2015		during the year	85000	0.3983
13	SUVARNA KUMARI AGRAWAL							
		185000	0.8668	1/4/2014		Nil movement		
		185000	0.8668	31/3/2015		during the year	185000	0.8668
14	BANK OF BARODA							
		54567	0.2557	1/4/2014		Nil movement		
		54567	0.2557	31/3/2015		during the year	54567	0.2557

* Not in the list of Top 10 shareholders as on 01/04/2014. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2015.

Ceased to be in the list of Top 10 shareholders as on 31/03/2015. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01/04/2014.

ATTACHMENT G
IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year [As on 01-April-2014]		Cumulative Shareholding during the year [01-April-2014 to 31-March-2015]	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ARUN KUMAR KOTHARI At the beginning of the year At the end of the year	125287	0.5870	125287 125287	0.5870 0.5870
2	PRABHAWATI DEVI KOTHARI At the beginning of the year At the end of the year	67875	0.3180	67875 67875	0.3180 0.3180
3	DHANANJOY KARMAKAR At the beginning of the year At the end of the year	50	0.0002	50 50	0.0002 0.0002
4	PRAVIN KUMAR JAIN At the beginning of the year At the end of the year	501	0.0023	501 501	0.0023 0.0023

ATTACHMENT H
V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but due for payment

Rs. in lakhs

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year - 01.04.2014				
i) Principal Amount	24,006.74	7,000.00	3,125.72	34,132.46
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	205.52	205.52
Total (i+ii+iii)	24,006.74	7,000.00	3,331.24	34,337.98
Change in indebtedness during the financial year				
- Addition	6,658.12	5,212.00	2,428.37	14,298.49
- Reduction	5,996.65	3,000.00	2,632.20	11,628.85
Net Change	661.47	2,212.00	-203.83	2,669.64
Indebtedness at the end of the financial year - 31.03.2015				
i) Principal Amount	24,668.21	9,170.00	2,949.32	36,787.53
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	42.00	178.09	220.09
Total (i+ii+iii)	24,668.21	9,212.00	3,127.41	37,007.62



ATTACHMENT I

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director & CEO

Rs. in lakhs

S.N.	Particulars of Remuneration	Name of the Managing Director & CEO Mr. D. K. Sharda
1	Gross Salary	
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	35.36
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	2.97
	(c) Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	
2	Stock Option	0
3	Sweat Equity	0
4	Commission	
	- As a percentage of profit	0
	- Others, specify	0
5	Others, please specify	0
	Total Amount (A)	38.33
	Ceiling as per the Act@	

@ The Company has incurred a loss of Rs. 321.10 lakhs and hence, Section II of Part II of Schedule V is applicable. The Effective Capital of the Company is Rs. 25,490.43 lakhs as on 31st March, 2014. The Company can pay remuneration to upto Rs. 60 lakhs plus 0.01% of the effective capital in excess of Rs. 250 crores.

ATTACHMENT J

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

B. Remuneration to other Directors

Rs. in lakhs

Sl. No.	Particulars of Remuneration	Name of the Directors*								Total Amount
1	Independent Directors	-	-	PKK	JNG	HPK	HMP	NP	SBD	
	· Fee for attending board /committee meetings	-	-	-	0.67	0.37	1.37	1.48	0.89	4.78
	- Commission	-	-	-	-	-	-	-	-	-
	- Others, please specify	-	-	-	-	-	-	-	-	-
	Total (1)	-	-	-	0.67	0.37	1.37	1.48	0.89	4.78
2	Other Non-Executive Directors	AKK	PDK	-	-	-	-	-	-	
	· Fee for attending board / committee meetings	1.85	1.63	-	-	-	-	-	-	3.48
	· Commission	-	-	-	-	-	-	-	-	-
	· Others, please specify	-	-	-	-	-	-	-	-	-
	Total (2)	1.85	1.63	-	-	-	-	-	-	3.48
	Total (B) = (1+2)	1.85	1.63	-	0.67	0.37	1.37	1.48	0.89	8.26
	Total Managerial Remuneration (A+B)									46.59
	Overall Ceiling as per the Act@									

@ The Company has incurred a loss of Rs. 321.10 lakhs and hence, Section II of Part II of Schedule V is applicable. The Effective Capital of the Company is Rs. 25,490.43 lakhs as on 31st March, 2014. The Company can pay remuneration to upto Rs. 60 lakhs plus 0.01% of the effective capital in excess of Rs. 250 crores.

* AKK – Mr. A. K. Kothari, PDK – Smt. P.D. Kothari, PKK – Mr. P. K. Khaitan, JNG – Mr. J. N. Godbole, HPK – Dr. H.P. Kanoria, HMP – Mr. H.M.Parekh, NP – Mr. Naresh Pachisia, SBD – Mrs. S. Basu De



ATTACHMENT K

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

Rs. in lakhs

S.N.	Particulars of Remuneration	Mr. P. K. Jain Chief Financial Officer	Mr. D. Karmakar Company Secretary	Total Amount
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	27.36	9.52	36.88
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	1.83	0.6	2.43
	(c) Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission			
	- As a percentage of profit	0	0	0
	- Others, specify	0	0	0
5	Others, please specify	0	0	0
	Total	29.19	10.12	39.31

ATTACHMENT L

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES : None



ANNEXURE V

Details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- Ratio of remuneration of each Director to median remuneration of employees, percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year ended on 31st March, 2015 and comparison of the remuneration of the Key Managerial Personnel against the performance of the Company and comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company:

S.N.	Name of Director and KMP	Remuneration of Director and KMP for the year ended on 31 st March, 2015 (Rs. in Lakhs)	Ratio of remuneration of each Director to median remuneration of employees	%age increase in remuneration for the financial year ended on 31 st March, 2015	Comparison of the remuneration of KMP and each remuneration of the KMP against the performance of the Company
1.	Mr. D. K. Sharda Managing Director & CEO	38.33	1:84.93	17.38%	For the financial year ended on 31 st March, 2015, Company reported a loss of Rs. 321.10 lakhs against profit of Rs. 557.92 lakhs during the previous year. Total Income from Operations has decreased to Rs. 86,780.96 lakhs during the year under review from Rs. 94,679.82 lakhs in the previous year.
2.	Mr. P. K. Jain, Chief Financial Officer	29.19	Not Applicable	13.03%	
3.	Mr. D. Karmakar, Company Secretary	10.12	Not Applicable	19.74%	

Note:

Mr. A. K. Kothari, Non-Executive Promoter Chairman, Smt. P. D. Kothari, Non-Executive Promoter Director received only sitting fees during the financial year ended on 31st March, 2015. Dr. H.P. Kanoria, Mr. H. M. Parekh, Mr. N. Pachisia and Mrs. S. Basu De, who are Independent Directors received only sitting fees in the said financial year. Mr. P. K. Khaitan and Mr. J. N. Godbole, Independent Directors, who resigned during the financial year ended on 31st March, 2015 also received sitting fees.

- In the financial year ended on 31st March, 2015, there was an increase of 21.05% in the median remuneration of employees.
- There were 9,706 permanent employees on the rolls of the Company as on 31st March, 2015.
- Relationship between average increase in remuneration and Company performance:
Increase in remuneration of the employees of your Company was as per the market trends and the remuneration paid by the competitors. The aggregate remuneration of employees increased by 5.21% when compared with the previous financial year. During the year under review, Company reported a loss of Rs. 321.10 lakhs against profit of Rs. 557.92 lakhs during the previous year. Total Income from Operations has decreased to Rs. 86,780.96 lakhs during the year under review from Rs. 94,679.82 lakhs in the previous year.
- (a) The market capitalisation of the Company as on 31st March, 2015 was Rs. 11,226.07 lakhs, compared to Rs. 12,485.27 lakhs as on 31st March, 2014.
(b) Price Earning Ratio of the Company was negative as on 31st March, 2015 as against 23.12 as on 31st March, 2014.
- Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year was 5.17%.
- No variable component forms part of the remuneration paid to the Directors of the Company.
- The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the financial year ended on 31st March, 2015.
Mr. S. Datta, 1st Class Hons. Graduate(Engineer) from Jadavpur University, having vast experience of 38 years in the steel and manufacturing sector, along with 11 years of global exposure in various international assignments, was appointed as President and functional head of the Engineering (MICCO) Division of the Company with effect from 18th March, 2015. Mr. Datta's total remuneration is Rs. 54,15,600/- per annum, which is higher than the remuneration drawn by Mr. D. K. Sharda, Managing Director & CEO of the Company. The ratio of the remuneration of Mr. D. K. Sharda, Managing Director & CEO to that of Mr. S. Datta is 1:1.36.
- The remuneration is paid as the Nomination and Remuneration Policy of the Company.



REPORT ON CORPORATE GOVERNANCE

[In accordance with Clause 49 of the Listing Agreement with the National Stock Exchange of India Limited (NSE), BSE Limited (BSE), and The Calcutta Stock Exchange Limited (CSE) with respect to the financial year ended on 31st March, 2015]

The Directors present the Company's Report on Corporate Governance.

I. Company's philosophy on Corporate Governance

The Company believes that good Corporate Governance means the adoption of best practices to ensure that the Company operates not only within the regulatory framework but is also guided by the broader business ethics. The Company's policy is reflected by the values of integrity, transparency, professionalism and accountability. The adoption of business and corporate practices based on transparency, professionalism and accountability, besides creating wealth for the shareholders, benefits the customers, creditors, employees, government and society at large.

The Company believes in meaningful policy on Corporate Governance by empowering the executive management and creating a mechanism of checks and balances to ensure that the decision making powers vested in the executive management are used with care and responsibility to meet the stakeholders aspirations and societal expectations. Therefore, the Company agrees to comply with the provisions of Clause 49 which shall be implemented in a manner so as to achieve the objectives set by the Company.

II. Board of Directors (hereinafter referred to as the 'Board')

The Board is entrusted with the ultimate responsibility of the management, affairs, directions and performance of the Company and has been vested with requisite powers, authorities and duties.

(A) Composition of Board

During the financial year ended on 31st March, 2015, your Company's Board was duly constituted in accordance with the requirements laid down under the Companies Act, 2013 (herein after referred to as 'the Act') and the Listing Agreement and as at the close of the aforesaid financial year it comprised of 7 (Seven) Directors, 4 (Four) being Independent Directors, 2 (Two) being Non – Executive Promoter Directors and 1 (One) being Whole time Director with considerable experience in their respective fields. In compliance with the requirements of 'the Act' and Clause 49 of the Listing Agreement, the Company has Women Directors on its Board.

The Chairman provides overall direction and guidance to the Board. Concurrently, the Managing Director & CEO of the Company is responsible for the overall implementation. In the operations and functioning of the Company, the Managing Director & CEO is assisted by the operational and functional heads.

As on the date of this report, your Board is duly constituted in compliance with the Act and the Listing Agreement. Mr. P. K. Khaitan and Mr. J. N. Godbole have resigned with effect from 29th

May, 2014 and 28th August, 2014, respectively. Mrs. S. Basu De has been appointed as an Additional Director with effect from 14th August, 2014.

(B) Independent Directors

The Board of the Company has four Independent Directors. The Members of the Company at the 80th Annual General Meeting of the Company had appointed Mr. N. Pachisia (DIN -00233768), Dr. H. P. Kanoria (DIN – 00286685) and Mr. H. M. Parekh (DIN – 00026530) as Independent Directors in compliance with the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement to hold office for 5(Five) consecutive years each for a term up to the conclusion of the 85th Annual General Meeting of the Company to be held in the calendar year 2019. As on 31st March, 2015, the Board consisted of the following Independent Directors:

S.N.	Name	Date of Appointment
1	Dr. H. P. Kanoria	14th August, 2014
2.	Mr. H. M. Parekh	14th August, 2014
3.	Mr. N. Pachisia	14th August, 2014
4.	Mrs. S. Basu De	14th August, 2014*

* Appointed as an Additional Director by the Board of Directors of the Company under the category 'Independent Director'.

In accordance with Clause 49(II)(B)(5) of the Listing Agreement and Clause VIII of Schedule IV to the Act, the Board of Directors have evaluated the performance of the Independent Directors as per the criteria laid down in the Nomination and Remuneration Policy of the Company.

During the year under review, the Independent Directors, in accordance with Clause 49(II)(B)(6) of the Listing Agreement and Clause VII of Schedule IV to the Act, met exclusively for a Meeting on 13th February, 2015, without the presence of the Managing Director & CEO, Promoter Directors or management personnel, to review the performance of Non-Independent Directors and Board as a whole. Mr. H. M. Parekh was appointed as the Lead Independent Director with effect from 13th November, 2014. All Independent Directors have given necessary disclosures under Section 149(7) of the Act.

Formal letter of appointment has been issued to all the Independent Directors of the Company as per the provisions of the Act and the draft of the same is available in the Company's website, which contains the terms and conditions of their appointment. Independent Directors are briefed by the Chairman and the Managing Director & CEO of the Company about their roles, rights, responsibilities in the Company, nature of the Company, etc. from time to time.

(C) Non-Executive Directors' Compensation and Disclosures

Remuneration to the Non-Executive Directors and Independent Directors are paid only after the approval of the Board and Members of the Company. At present, the sitting fees paid for



attending a Meeting of the Board of Directors is Rs. 15,000 and its Committees is Rs. 11,000, which is subject to deduction of tax at source. Details of sitting fees paid to them are given at respective places in this Report. In accordance with the Resolution passed by the Members at the Annual General Meeting held on 14th August, 2014 the Non-Executive Directors, including the Independent Directors, of the Company may be paid remuneration, in addition to the sitting fees and reimbursement of expenses for attending the said Meetings, as the Board may determine in such proportion and manner, not exceeding 1% (one percent) of the Net Profits of the Company for each financial year, as computed in accordance with the provisions of Section 198 of the Act and Rules framed therein.

(D) Other Provisions as to Board and Committees

Your Company's Board plays an important role in ensuring good Corporate Governance and functioning of the Company. All information, as applicable and specified in Annexure X to Clause 49 of the above-mentioned Listing Agreement with the Stock Exchanges is regularly placed before the Board. Agenda and Notes on Agenda are circulated to the Directors in advance before each Meeting of the Board for facilitating meaningful and focused discussions at the Meeting. In case of exigencies or urgency of matters, Resolutions are passed by circulation.

The details of the Directors with regard to the outside Directorships and Committee positions, as well as Board Meetings/ Annual General Meeting (AGM) are as follows:

S.N.	Name of Director	Category of Director	Attendance during 2014-2015		No. of Outside Directorship (s)/ Chairperson (s) of the outside Board*	No. of Membership (s)/ Chairmanship (s) in outside Committee#
			Board Meetings	Last AGM held on 14.08.14		
1.	Mr. A. K. Kothari	Non-Executive Promoter Chairman	5	Yes	7 (2 as Chairman)	3
2	Smt. P. D. Kothari	Non-Executive Promoter	5	Yes	6	2
3.	Mr. P. K. Khaitan ⁵	Non-Executive	-	N.A.	N.A.	N.A.
4.	Mr. J. N. Godbole**	Independent	3	Yes	N.A.	N.A.
5.	Dr. H. P. Kanoria	Independent	1	No	1	-
6.	Mr. H. M. Parekh	Independent	4	Yes	7	8 (3 as Chairman)
7.	Mr. N. Pachisia	Independent	4	Yes	5	5
8.	Mrs. S. Basu De#	Independent	3	N.A.	9	3
9.	Mr. D. K. Sharda	Managing Director & CEO	5	Yes	2	-

* Excludes Private Limited Companies, Foreign Companies and Companies under Section 8 of the Act.

Includes only Audit Committee and Stakeholders Relationship Committee.

⁵ Resigned from the Board of Directors of the Company with effect from 29th May, 2014. 1 meeting was held during his tenure.

** Resigned from the Board of Directors of the Company with effect from 28th August, 2014. 3 meetings were held during his tenure.

Appointed as an Additional Director with effect from 14th August, 2014. 3 meetings were held during her tenure.

**(E) Code of Conduct**

1. The Code of Conduct as adopted by the Board of Directors is applicable to all its Board Members and Senior Management representing all Executives from the 'General Manager' Grade and above. The Code of Conduct attempts to set forth the guiding principles on which the Company shall operate and, conduct its daily business with its multitudinous stakeholders viz. shareholders, customers, creditors, employees, government, regulatory agencies, media and society at large. The code of conduct also contains the duties of the Independent Directors as laid down in the Act. The Code may be accessed on the Company's website at the link: <http://www.gillandersarbuthnot.com.cgr.html>.
2. Declaration as required under Clause 49(II)(E)(2) with respect to financial year ended on 31st March, 2015, signed by the Managing Director & CEO has been provided to the Board and is reproduced as Annexure 1 to this Report.

(F) Whistle Blower Policy

On recommendation of the Audit Committee, the Board of Directors have framed a Whistle Blower Policy that provides for a formal vigil mechanism for all employees and Directors of the Company to report to the Chairman of the Audit Committee of the Company genuine concerns or grievances about the unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct as contained in the Act and Listing Agreement. The Whistle Blower Policy is an extension of the GACL Code of Conduct. The disclosures reported are addressed in the manner and within the time frames prescribed in the Policy and the mechanism provides for adequate safeguards against the victimization of Directors / Employees who avail the mechanism. The Whistle Blower Policy can be accessed on the Company's website at the link : http://www.gillandersarbuthnot.com/policies/wb_policy.pdf.

III. Audit Committee**(A) Qualified and Independent Audit Committee**

Your Company has a qualified and independent Audit Committee with the powers and the role that are in accordance with Clause 49(III)(C), 49(III)(D) and 49(III)(E) of the Listing Agreement and Section 177 of the Act and Rules made thereunder, which acts as a link between the management, the Statutory Auditor, Branch Auditors, Cost Auditors and Internal Auditors and the Board of Directors and oversees the financial reporting process.

The composition of the Audit Committee is as follows:

S.N.	Name of the Director	Category	Designation
1.	Mr. H. M. Parekh	Independent	Chairman
2.	Mr. A. K. Kothari	Non Executive Promoter	Member
3.	Mr. J. N. Godbole*	Independent	Member
4.	Mr. N. Pachisia	Independent	Member
5.	Mrs. S. Basu De#	Independent	Member

* Resigned from the Board of Directors of the Company with effect from 28th August, 2014.

Appointed as an Additional Director with effect from 14th August, 2014.

The Statutory Auditor, Cost Auditors as well as the Internal Auditors, Managing Director & CEO and Chief Financial Officer and other Executives of the Company are invited to the Audit Committee Meetings, as and when required. The Company Secretary acts as the Secretary to the Committee. The Chairman of the Audit Committee was present at the last Annual General Meeting held on 14th August, 2014.

(B) Meetings of the Audit Committee

During the year under review, the Audit Committee met 4 (Four) times on 26th May, 2014, 14th August, 2014, 13th November, 2014 and 13th February, 2015 to deliberate on various matters. The details of the composition, attendance and sitting fees paid are as follows:

S.N.	Name of the Member	No. of Meetings attended	Gross Amount of Sitting fees paid (Rs.)
1.	Mr. H. M. Parekh	3	33,000
2.	Mr. A. K. Kothari	4	44,000
3.	Mr. J. N. Godbole*	2	22,000
4.	Mr. N. Pachisia	4	44,000
5.	Mrs. S. Basu De@	2	22,000

* Resigned from the Board of Directors of the Company with effect from 28th August, 2014.

@ Appointed as a Member with effect from 11th November, 2014.

(C) Powers of Audit Committee

The Audit Committee during the year under review was endowed with the following powers:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considered necessary.



(D) Role of Audit Committee

The role of the Audit Committee during the year under review includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
3. Approval of payment to Statutory Auditor for any other services rendered by the Statutory Auditor.
4. Reviewing, with the management, the annual financial statements and Auditors Report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Act.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by the management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

(E) Review of information by Audit Committee

The Audit Committee reviews the following information:

1. Management discussion and analysis of financial condition and results of operations.
2. Statement of significant related party transactions submitted by the management.
3. Management letters / letters of internal control weaknesses issued by the Statutory Auditor.
4. Internal audit reports relating to internal control weaknesses, and
5. The appointment, removal and terms of remuneration of the Internal Auditors.

IV. Nomination and Remuneration Committee

Your Company through its Board of Directors has set up a Nomination and Remuneration Committee. The role of the said Committee is in accordance with Clause 49(IV)(B) of the Listing Agreement and Section 178 of the Act, read with Rules made thereunder. Mr. H. M. Parekh, Chairman of the



Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company held on 14th August, 2014.

At present the composition of the Nomination and Remuneration Committee is as follows:

S.N.	Name of the Director	Category	Designation
1.	Mr. H. M. Parekh	Independent	Chairman
2.	Smt. P. D. Kothari	Non Executive Promoter	Member
3.	Dr. H. P. Kanoria	Independent	Member
4.	Mr. N. Pachisia	Independent	Member

The role of the Nomination and Remuneration Committee during the year under review includes the following:

1. Formulation of the criteria for determining qualifications, positive attributes an independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

During the year under review, the Nomination and Remuneration Committee met 2 (Two) times on 26th May, 2014 and 30th August, 2014 to deliberate on various matters. The details of the composition, attendance and sitting fees paid are as follows:

S.N.	Name of the Member	No. of Meetings attended	Gross Amount of Sitting fees paid (Rs.)
1.	Mr. H. M. Parekh	2	22,000
2.	Smt. P. D. Kothari	2	22,000
3.	Dr. H. P. Kanoria	1	11,000
4.	Mr. P. K. Khaitan*	-	N.A.
5.	Mr. N. Pachisia	2	22,000

* Resigned from the Board of Directors of the Company with effect from 29th May, 2014.

V. Subsidiary Companies

Your Company does not have any Indian Subsidiary Company. However, the Company has a wholly owned foreign Subsidiary at Mauritius viz. Gillanders Holdings (Mauritius) Limited. The provisions of Clause 49(V) of the above-mentioned Listing Agreement are not applicable to the Company.

VI. Risk Management

The Company has laid down a procedure to inform the Board Members, on a periodic basis, about the identified risks and the steps taken to mitigate and minimize the same. The Company has already identified and assessed major elements of risks, which may threaten the existence of the various Division of the Company. The Executive Management reviews the identified risks, including assessment of the said risks and procedures, which are being implemented for the monitoring, mitigating and minimization of the said risks, Risk Officers have been formally nominated at the operating businesses, whose role is to educate about the identified risks and to develop risk management culture within the businesses.

VII. Related Party Transactions

Your Company places all the details of related party transactions before the Audit Committee periodically. The Audit Committee reviews in its meetings the details of the related party transactions entered into by the Company. A comprehensive list of related party transactions as required by the Accounting Standard (AS) 18, and as prescribed under the Act, forms part of Note No. 35 to the standalone financial statements, in the Annual Report.

The Company's related party transactions include transactions with its Associate Companies and are entered into on considerations of various business exigencies, liquidity and capital resources of the associates. All related party transactions are negotiated on an arm's length basis. Omnibus approval for related party transactions are granted by the Audit Committee subject to the conditions laid down in the Act and the Listing Agreement. During the period under review, the Company has not entered into any material transaction with any of its related parties. These transactions are not likely to have any conflict with the interests of the Company at large.

VIII. Disclosures

(A) Related Party Transactions

Your Company has disclosed the details of all the material transactions, if any, with related parties on a quarterly basis in the compliance report on corporate governance and has formulated a Related Party Transactions Policy, which can be accessed on the Company's website at the link : http://www.gillandersarbuthnot.com/policies/rpt_policy.pdf

(B) Disclosure of Accounting Treatment

Your Company has followed all relevant Accounting Standards while preparing the Financial Statements.

(C) Remuneration to Directors

Remuneration of the Whole time Director of the Company is recommended by the Nomination and Remuneration Committee and thereafter approved by the Board subject to the approval of the Members of the Company. The details of the Nomination and Remuneration Committee have been mentioned in Clause IV above.



Non Executive Directors are entitled to sitting fees for attending the Meetings of the Board and Committees thereof. The present sitting fees is Rs.15,000 and Rs.11,000 for attending Meetings of the Board and Committee respectively. Commission to the Non-Executive Directors are paid depending on the respective involvement of the Non-Executive Directors in the affairs of the

Company, subject to the limits laid down in the Act, and as approved by the Members of the Company at the Annual General Meeting held on 14th August, 2014.

Details of total remuneration paid to all the Directors of your Company for the year ended on 31st March, 2015 are as follows:

Rs. in Lakhs

S.N.	Name	Salary & Allowances	Contribution to Provident & Other Funds	Leave Encashment on Retirement	Perquisites	Sitting Fees	Commission	Total
1.	Mr. A. K. Kothari	N.A.	N.A.	N.A.	N.A.	1.85	-	1.85
2.	Smt. P. D. Kothari	N.A.	N.A.	N.A.	N.A.	1.63	-	1.63
3.	Mr. P. K. Khaitan*	N.A.	N.A.	N.A.	N.A.	N.A.	-	N.A.
4.	Mr. J. N. Godbole#	N.A.	N.A.	N.A.	N.A.	0.67	-	0.67
5.	Dr. H. P. Kanoria	N.A.	N.A.	N.A.	N.A.	0.37	-	0.37
6.	Mr. H. M. Parekh	N.A.	N.A.	N.A.	N.A.	1.37	-	1.37
7.	Mr. N. Pachisia	N.A.	N.A.	N.A.	N.A.	1.48	-	1.48
8.	Mrs. S. Basu De\$	N.A.	N.A.	N.A.	N.A.	0.89	-	0.89
9.	Mr. D. K. Sharda	31.70	3.66	N.A.	2.97	N.A.	N.A.	38.33
	Total	31.70	3.66	-	2.97	8.26	-	46.59

* Resigned from the Board of Directors of the Company with effect from 29th May, 2014.

Resigned from the Board of Directors of the Company with effect from 28th August, 2014.

\$ Appointed as an Additional Director in the category 'Independent Director' with effect from 14th August, 2014.

During the year, the Company has paid professional fees to Messrs. Khaitan & Co. LLP, a firm in which Mr. P. K. Khaitan, Non-Executive Director of the Company, is a Partner. However, Mr. P. K. Khaitan has resigned from the Board of Directors with effect from 29th May, 2014. Mrs. S. Basu De who has been appointed as an Additional Director in the category 'Independent Director' of the Company, with effect from 14th August, 2014, is an associate Partner of Messrs. Khaitan & Co. LLP. There was no other pecuniary relationship or significant/material transactions of the Non-Executive Directors vis-a-vis the Company.

Mr. D. K. Sharda, Managing Director & CEO of the Company has been appointed for a period of 3 (Three) years with effect from 1st April, 2014 and accordingly, an Agreement dated 27th March, 2014 has been entered into with him by the Company, which contains the terms and conditions of his appointment, including notice period.

All Non-Executive Directors have disclosed their shareholding in the Company. Details of shareholding of Non-Executive and Independent Directors are as follows:

S.N.	Name of Director	No. of Ordinary (Equity) Shares held as on 31 st March, 2015
1.	Mr. A. K. Kothari	1,25,287
2.	Smt. P. D. Kothari	67,875
3.	Dr. H. P. Kanoria	-
4.	Mr. H. M. Parekh	-
5.	Mr. N. Pachisia	-
6.	Mrs. S. Basu De	-

(D) Management

1. The Management Discussion and Analysis Report forms part of the Annual Report and are in accordance with the requirements of Clause 49 of the Listing Agreement.
2. No material financial and commercial transactions have been made by the Senior Management having personal interest, which may have a potential conflict with the interest of the Company at large.
3. The Code of Conduct has been disclosed on the website of the Company.

(E) Shareholders

1. The Company has provided the details of the Directors seeking appointment/re-appointment (as per the requirement of Clause 49 of the Listing Agreement) in the Notice convening the Annual General Meeting of the Company. Mr. A. K. Kothari retires by rotation at the ensuing Annual General Meeting, and is eligible for re-election. Mrs. S. Basu De holds office as an Additional Director of the Company upto the date of the ensuing 81st Annual General Meeting. The Company has received notice in writing from a Member alongwith the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mrs. S. Basu De as an Independent Director for 5 (Five) consecutive years.
2. Out of all the Directors of your Company, only Mr. A. K. Kothari and Smt. P. D. Kothari are related to each other.



3. Quarterly results are regularly sent to Stock Exchanges where the Ordinary Shares of the Company are listed and are also put on the Company's website.

4. Stakeholders Relationship Committee:

The Company has a 'Stakeholders Relationship Committee' of the Board, constituted in accordance with the provisions of Clause VIII(E)(4) to specifically look into various matters relating to shareholders/investors, including transfer and transmission of shares, as well as, non-receipt of annual report, non-receipt of declared dividends, shares after transfers/ transmissions and delays in transfer/ transmission of shares, etc. In addition, the Committee looks into other issues including status of dematerialization/ rematerialisation of shares as well as systems and procedures followed to track investor complaints and suggest measures for improvement, from time to time.

At present, the Stakeholders Relationship Committee comprises of the following Directors viz., Mr. H. M. Parekh (Independent Director) as Chairman and Mr. A. K. Kothari, Smt. P. D. Kothari and Mr. D. K. Sharda as Members of the Committee. Mr. D. Karmakar, Company Secretary acts as the Compliance Officer. The said Committee met once during the year on 13th February, 2015.

Details of the attendance and sitting fees paid are as follows:

S.N.	Name of the Member	Attendance	Gross Amount of Sitting fees paid (Rs.)
1.	Mr. H. M. Parekh	Yes	11,000
2.	Mr. A. K. Kothari	Yes	11,000
3.	Smt. P. D. Kothari	Yes	11,000
4.	Mr. P. K. Khaitan*	N.A.	N.A.
5.	Mr. D. K. Sharda	Yes	N.A.

* Resigned from the Board of Directors of the Company with effect from 29th May, 2014.

During the year, the Company has received 14 (Fourteen) complaints regarding non-receipt of Annual Report/ Share Certificate/Dividend from the shareholders, all of which were attended satisfactorily. There was no investor complaint pending against the Company as on 31st March, 2015 on SCORES, the web based complaint redressal system of SEBI.

Pursuant to the authorization of the Board of Directors of the Company, either the Managing Director & CEO or the Chief Financial Officer or the Company Secretary approves the Transfer/Transmission/Sub-division/Consolidation/Renewal/Replacement/Issue of Duplicate Share Certificate(s)/Deletion of Name(s) and Dematerialization/Rematerialisation of Shares of the Company. A summary of transfer/transmission, etc. of securities of the Company so approved by the Managing Director & CEO, Chief Financial Officer and the Company Secretary is placed at every Board Meeting/Stakeholders Relationship Committee Meeting. A

certificate from a Practicing Company Secretary is obtained on a half yearly basis, as per the provisions of Clause 47(c) of the Listing Agreement, relating to compliance with the formalities of share transfer and the same is filled with the Stock Exchanges.

5. Compliances by the Company:

No strictures/penalties have been imposed on the Company by the Stock Exchanges or the Securities and Exchange Board of India (SEBI) or any Statutory Authority on any matters related to capital markets during the last 3 years.

This report has been prepared for the financial year ended 31st March, 2015 according to the provisions of the Act, read with the Rules framed therein and the amended Listing Agreement which came into effect from 1st October, 2014 as per Circular No.CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014. Your Board is taking all steps to ensure compliance of the provisions of the above laws, as prescribed.

(F) Disclosure of resignation of Directors

Mr. P. K. Khaitan and Mr. J. N. Godbole have resigned from the Board of Directors of the Company with effect from 29th May, 2014 and 28th August, 2014 respectively. Requisite forms have been filed with the Ministry of Corporate Affairs and the Stock Exchanges were also intimated accordingly. The details of the resignations are mentioned on the website of the Company.

(G) Disclosure of formal letter of appointment

The draft formal letter of appointment issued to the Independent Directors, which contains the terms and conditions relating to their appointment, is available in the Company's website at www.gillandersarbuthnot.com.

(H) Proceeds from public issues, rights issues, preferential issues, etc.

During the year under review, the Company has not raised any proceeds from public issue, rights issue or preferential issue.

(I) Prohibition of Insider Trading

The Company has adopted a Code of Conduct for Prohibition of Insider Trading with a view to regulate trading in securities by the "specified persons".

IX. CEO and CFO Certification

The Managing Director & CEO and the CFO of the Company gives annual certification on financial reporting and internal controls to the Board in terms of Clause 49. They also give quarterly certification on financial results while placing the financial results before the Board in terms of Clause 41 of the Listing Agreement.

X. Report on Corporate Governance

A. This Corporate Governance Report forms part of the Annual Report. The Company is compliant with all the applicable provisions of Clause 49 of the Listing Agreement with the Stock Exchanges in India.



B. Your Company regularly submits quarterly compliance report to the Stock Exchanges within 15 days from the close of each quarter, as per the requirement of Clause 49 of the above-mentioned Listing Agreement.

Clause 49 of the above-mentioned Listing Agreement with Stock Exchanges in India, is annexed to the Directors' Report and forms part of the Annual Report.

XI. Compliance

A. A Certificate from CS Deepak Kumar Khaitan, Practicing Company Secretary, (FCS-5615) regarding compliance with the conditions of Corporate Governance, as stipulated in

B. The Company is compliant with all the mandatory requirements of Clause 49 of the Listing Agreement. The Company has moved towards a regime of unqualified financial statements as there is no audit qualification on the financial results of the Company for the financial year ended on 31st March, 2015.

XII. General Body Meetings

1. Location and time of last three Annual General Meetings (AGM):

Financial Year	Date of AGM	Venue	Time
2013-2014 (80th AGM)	14.08.2014	Williamson Magor Hall of The Bengal Chamber of Commerce & Industry, Kolkata-700001	11.30 A.M.
2012-2013 (79th AGM)	10.08.2013	Williamson Magor Hall of The Bengal Chamber of Commerce & Industry, Kolkata-700001	11.30 A.M.
2011-2012 (78th AGM)	13.08.2012	Williamson Magor Hall of The Bengal Chamber of Commerce & Industry, Kolkata-700001	11.00 A.M.

2. At the last Annual General Meeting of the Company held on 14th August, 2014, five special resolutions were proposed and passed. No Special Resolution has been passed in the Annual General Meetings held on 13th August, 2012 and 10th August, 2013.

Act. The Postal Ballot process was carried out in accordance with the procedure set out in Section 110 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014. Mr. D. K. Sharda, Managing Director & CEO and Mr. D. Karmakar, Company Secretary of the Company were responsible for the conduct of the postal ballot process. CS Deepak Kumar Khaitan, Practicing Company Secretary, (FCS No. 5615), was appointed as the Scrutinizer. The Result of the Postal Ballot conducted vide notice dated 30th June, 2014 was declared on 14th August, 2014, which is as follows (voting pattern):

3. Postal Ballot:

During the financial year ended on 31st March, 2015, 5 (Five) Special Resolutions have been passed through postal ballot by the Members of the Company for according consent to the Board of Directors on matters relating to Sections 73, 76, 180(1)(a), 180(1)(c), 181 and 186 of the

Item No.	Resolutions	No. of Votes Cast (For) No. of Shares	No. of Votes Cast Cost (Against) No. of Shares
1.	Special Resolution pursuant to provisions of Sections 73 and 76 of the Companies Act, 2013, other applicable provisions of the said Act and the Companies (Acceptance of Deposits) Rules, 2014.	1,46,80,305	5,926
2.	Special Resolution pursuant to Section 180(1)(a) of the Companies Act, 2013.	1,46,77,792	6,874
3.	Special Resolution pursuant to Section 180(1)(c) of the Companies Act, 2013.	1,46,77,806	6,894
4.	Special Resolution pursuant to Section 181 of the Companies Act, 2013.	1,46,77,777	6,872
5.	Special Resolution pursuant to Section 186 of the Companies Act, 2013.	1,46,77,735	6,908



There is no immediate proposal for passing any resolution through Postal Ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting of the Company require passing a resolution through Postal Ballot.

XIII. Means of Communication

1. The quarterly/half-yearly financial results in the proforma prescribed as per the Listing Agreement are approved by the Board of Directors and thereafter intimated to the Stock Exchanges and also published in the leading newspapers like The Economic Times/Business Standard in English and in Aajkaal in Bengali. The results

are also available in the Company's website at www.gillandersarbuthnot.com

2. NSE Electronic Application Processing System (NEAPS) - All periodical compliance filings like shareholding pattern, corporate governance report, etc. are also filed electronically on NEAPS.
3. BSE Corporate Compliance & Listing Centre – All periodical compliance filings are also filed electronically on the said centre.
4. Quarterly/half yearly reports are not being sent to the shareholders.

XIV. General Shareholder Information

1)	Corporate Identity Number (CIN) of the Company	L51909WB1935PLC008194
2)	Date, time and venue of the Annual General Meeting	3 rd September, 2015 at 11:30 A.M. at the Mini Auditorium Hall of the Science City at J. B. S. Haldane Avenue, Kolkata - 700 046
3)	Financial Calendar 2015-2016 (tentative and subject to change)	<ul style="list-style-type: none"> • Financial Year: April to March • First Quarter Results: by second week of August, 2015 • Half Yearly Results: by second week of November, 2015 • Third Quarter Results: by second week of February, 2016 • Audited results for the year ending 31st March, 2016: by last week of May, 2016
4)	Book Closure Period	27 th August, 2015 to 3 rd September, 2015. (both days inclusive)
5)	Dividend Payment Date	No dividend has been recommended.
6)	Listing on Stock Exchanges	I) National Stock Exchange of India Limited(NSE) Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051. ii) BSE Limited (BSE) P J Towers, Dalal Street, Mumbai- 400 001. iii) The Calcutta Stock Exchange Limited (CSE) 7 Lyons Range, Kolkata-700 001.
7)	Stock Code	NSE - GILLANDERS BSE - 532716 CSE - 17321 & 10017321

8) Stock Market Price and BSE Sensex for the financial year under review

Months	Stock Price at NSE		Stock Price at BSE		BSE Sensex	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April 2014	69.90	58.30	72.00	58.35	22,939.31	22,197.51
May 2014	83.00	63.00	82.45	61.20	25,375.63	22,277.04
June 2014	79.00	62.25	78.95	63.25	25,725.12	24,270.20
July 2014	75.80	65.00	75.45	66.20	26,300.17	24,892.00
August 2014	73.00	60.10	71.00	61.05	26,674.38	25,232.82
September 2014	85.70	65.05	85.85	65.25	27,354.99	26,220.49
October 2014	73.90	62.35	75.00	64.30	27,894.32	25,910.77
November 2014	75.00	65.05	75.00	65.20	28,822.37	27,739.56
December 2014	70.75	63.00	78.20	63.60	28,809.64	26,469.42
January 2015	69.95	62.70	69.90	62.80	29,844.16	26,776.12
February 2015	74.40	58.75	67.75	59.10	29,560.32	28,044.49
March 2015	62.15	49.60	61.00	48.15	30,024.74	27,248.45

Source NSE & BSE Websites.



9)	Registrars & Share Transfer Agent (Both Physical & Demat Segments)	Maheshwari Datamatics Pvt. Ltd. (Unit : Gillanders Arbuthnot and Company Limited) 6, Mangoe Lane, (Surendra Mohan Ghosh Sarani), 2nd Floor, Kolkata - 700001
10)	Share Transfer System	Requests for transfer of shares in physical form received either at the office of the Company or at the Office of the Registrars are generally approved within a maximum period of 15 days from the date of receipt provided the documents are complete in all respects. Dematerialization requests are also normally disposed off within a period of 15 days.

11) Distribution of Shareholding as on 31st March, 2015

Ordinary Shares held	Number of Shareholders	Percentage of Shareholders	Number of Shares	Percentage of Shares
1-500	14422	90.2503	1138468	5.3343
501-1000	762	4.7685	584061	2.7366
1001-2000	362	2.2653	535373	2.5085
2001-3000	153	0.9574	383480	1.7968
3001-4000	65	0.4068	232044	1.0872
4001-5000	52	0.3254	235825	1.1050
5001-10000	85	0.5319	603823	2.8292
10001 and above	79	0.4944	17629272	82.6024
Total	15980	100.00	21342346	100.00

12) Categories of Shareholders as on 31st March, 2015

Category	Number of shares	Percentage of Shareholdings
Indian Promoters	14671715	68.7446
Mutual Funds	300	0.0014
Banks, Financial Institutions, Insurance Companies	1256258	5.8862
Central Government/State Government(s)	7086	0.0332
Other Private Corporate Bodies	824416	3.8628
Indian Public	4431307	20.7630
NRI	134516	0.6303
Others - Trusts, Clearing Members etc.	16748	0.0785
TOTAL	21342346	100.00

13)	Dematerialisation of Shares and Liquidity	<p>The shares of the Company are available for trading in the dematerialized form under both the Depository Systems in India - National Securities Depository Limited (NSDL) and Central Depository Service (India) Limited (CDSL). The annual custody fees for the financial year 2015-16 will be paid to NSDL and CDSL, the Depositories, on receipt of their respective vouchers. Trading in Company's shares can now be done only in the dematerialized form. As on 31st March, 2015, 2,05,23,459 Ordinary Shares representing 96.1631% of the total Ordinary Share Capital of the Company were held in dematerialized form.</p> <p>The International Securities Identification Number (ISIN) of the Company, as allotted by NSDL and CDSL is INE047B01011.</p>
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14) Outstanding ADRs/ GDRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity	Not applicable		<p>2. Textile Division:</p> <p>(i) North India Spinning Mill, Vill.- Akbarpur, Ahmedgarh - 148021 District: Sangrur, Punjab.</p> <p>(ii) GIS Cotton Mill, 47, G.T. Road, Champdany, P.O. Baidyabati, District: Hooghly, W.B. Pin - 712222</p> <p>3. Engineering (MICCO) Division: Ekford Road, Sodepur 24 Parganas (North), W. B.</p> <p>4. Chemical (Waldies) Division: 70, G.T. Road (East), P.O. Konnagar, District : Hooghly - 712235. W. B.</p>
15) Plant Locations	<p>1. Tea Division:</p> <p>a) Betjan Tea Estate, Post Office: Makum Junction, District: Tinsukia, Assam. Pin - 786170</p> <p>b) Jutlibari Tea Estate, Post Office: Hoogrijan, District: Dibrugarh, Assam. Pin - 786601</p> <p>c) Gorunga Tea Estate, Post Office: Golaghat, District: Golaghat, Assam. Pin - 785621</p> <p>d) Arun Tea Estate, Post Office: Dhekiajuli, District: Sonitpur, Assam. Pin - 784110</p> <p>e) Doria Tea Estate, Post Office: Golaghat, District: Golaghat, Assam. Pin - 785621</p> <p>f) Borkatonee Tea Estate, Post Office: Golaghat, District: Golaghat, Assam. Pin - 785621</p> <p>g) Dherai Tea Estate, Post Office: Dhekiajuli, District: Sonitpur, Assam. Pin - 784110</p> <p>h) Gairkhata Tea Estate, Post Office: Gairkhata, District: Jalpaiguri, W.B. Pin - 735212</p> <p>i) Taipoo Tea Estate, Post Office: Bagdogra, District: Darjeeling, W. B. Pin - 734422</p> <p>j) Tengpani Tea Estate, P.O.: Makum Junction, District: Tinsukia, Assam. Pin - 786170</p>	16) Address for Communication	<p>Gillanders Arbuthnot and Company Limited, Secretarial Department, C-4, Gillander House, Netaji Subhas Road, Kolkata - 700 001. Phone : (033) 2230 2331(6), 2230 4182(4) Fax : 033 - 2230 4185 email: secretarial@gillander sarbuthnot.com</p> <p>(Investors are requested to forward their complaints / grievances, if any, to the above e-mail address only)</p> <p>Registrar and Share Transfer Agent Maheshwari Datamatics Pvt. Ltd. (Unit : Gillanders Arbuthnot and Company Limited) 6, Mangoe Lane, (Surendra Mohan Ghosh Sarani), 2nd Floor, Kolkata - 700 001. Phone : (033) 2248 2248, 2243 5029 Fax : 033 - 2248 4787 email: mdpl@cal.vsnl.net.in</p>



17) Cost Audit for the Financial Year 2013-2014	Name of Division	Name of Cost Auditor
	Textile Division - North India Spinning Mill (NISM)	M/s. D. Sabyasachi & Co.
	Textile Division - GIS Cotton Mill	M/s. D. Sabyasachi & Co.
	Tea - Betjan, Jutlibari, Gorunga, Arun, Dooria, Borkatonee, Dherai, Gaikhata, Taipoo, Tengpani Tea Estates	M/s. B. Ray & Associates
	Chemical (Waldies)	M/s. Rammani Sarkar & Co.
	The Cost Audit Report relating to the aforesaid Divisions and Compliance Report relating to the Engineering (MICCO) Division of the Company were filed in XBRL format within the prescribed time with the Ministry of Corporate Affairs.	

XV. Other Board Committees

1) Finance Committee

The Finance Committee of the Board of Directors of the Company have been delegated powers/authorities by the Board of Directors subject to certain limits. At present, Mr. A. K. Kothari is the Chairman of the Committee, whereas, Smt. P. D. Kothari and Mr. D. K. Sharda are the Members of the said Committee. Mr. P. K. Jain, Chief Financial Officer is a permanent invitee to the Committee and Mr. D. Karmakar, Company Secretary, acts as the Secretary to the Committee. During the year under review, the Finance Committee met 5 (Five) times.

2) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee of the Company has been constituted in accordance with Section 135(1) and 135(3) of the Act. At present, Mr. H. M. Parekh is the Chairman of the Committee, whereas, Mr. N. Pachisia and Mrs. S. Basu De, Independent Directors, are the Members of the said Committee. Mr. D. Karmakar, Company Secretary, acts as the Secretary to the Committee. During the year under review, the Corporate Social Responsibility Committee met once.

The Committee is entrusted with the duty to assist the Board in discharging its social responsibilities by way of recommending Corporate Social Responsibility Policy and the programs in which the Company should undertake Corporate Social Activities.

XVI. Other Useful information for Shareholders

1) Unpaid/Unclaimed Dividends

Shareholders who have not yet encashed their dividend warrant(s) for the financial years 2007-2008 to 2013-2014 may approach the Share Department of the Company for revalidation/issue of duplicate dividend warrants quoting reference of their Ledger Folio numbers. Unclaimed dividend for the year 2007-2008 is due for transfer to IEPF later during the year.

2) Green Initiative in Corporate Governance

In furtherance of the "Green Initiative in Corporate Governance" initiated by the Ministry of Corporate Affairs, the Company once again requests all the shareholders, holding shares in dematerialized form and who has not yet registered their e-mail address, to register their e-mail address with the Company for receiving notice/documents including Annual Report in electronic mode through their concerned Depository Participants. Shareholders who hold shares in physical form and who have not yet registered their e-mail address are requested to register their e-mail id with Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agents of the Company.

3) Equity Shares in the Suspense Account

In terms of Clause 5(A)(I) and Clause 5(A)(II) of the Listing Agreement, the Company reports that no shares are lying in the suspense account, which were issued in demat form and physical form.

For and on behalf of the Board

A. K. KOTHARI
Chairman

Kolkata, 29th May, 2015

Annexure 1

Declaration as required under Clause 49 of the Listing Agreement

All the Directors and the Core Management of the Company have affirmed compliance with the Company's 'Code of Conduct' for the financial year ended on 31st March, 2015.

Kolkata, 29th May, 2015. D. K. Sharda
Managing Director & CEO



CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Gillanders Arbuthnot and Company Limited

I have reviewed the compliance of conditions of Corporate Governance by Gillanders Arbuthnot and Company Limited having CIN L51909WB1935PLC008194 (hereinafter referred to as 'the Company'), for the year ended 31st March, 2015, as stipulated in clause 49 of the Listing Agreement of the Company entered into with Stock Exchanges (NSE, BSE & CSE), with the relevant records and documents maintained by the Company as well as Registrars of the Company and furnished to me.

The compliance of conditions of Corporate Governance is the Responsibility of the management. My Examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and based on the representations made by the Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreements in all material respects.

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

Date : 29th May, 2015

CS Deepak Kumar Khaitan
Practising Company Secretary
F.C.S. No.: 5615
C.P. No. : 5207



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GILLANDERS ARBUTHNOT AND COMPANY LIMITED

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of Gillanders Arbuthnot and Company Limited ('the Company'), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

3. 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 misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. 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 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 Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

6. 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 31st March, 2015, and its loss and its cash flows for the year ended on that date.

Other Matters

7. We did not audit the financial statements/ information of two divisions included in the standalone financial statements of the Company whose financial statements reflect total assets of ₹ 14,731.50 lakhs as at 31st March, 2015 and total revenues of ₹ 37,072.58 lakhs for the year ended on that date, as considered in the standalone financial statements. The financial statements/information of these divisions have been audited by the branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of these divisions, is based solely on the report of such branch auditors.
8. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2015 ('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.
10. 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 reports on the accounts of Engineering (MICCO) Division and GIS Cotton Mill (a unit of Textile Division) of the Company audited under Section 143 (8) of the Act has been sent to us and have been properly dealt with by us in preparing our report.
 - d. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - e. 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.



- f. On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- 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:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements as stated in Note 30.1 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For SINGHI & CO.
Chartered Accountants
Firm Registration No.302049E

ANURAG SINGHI
Partner
Membership No.066274

1-B, Old Post office Street, Kolkata.
Dated, the 29th day of May, 2015

Annexure to the Independent Auditor's Report

(Referred to in paragraph 9 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

We report that:

- i. In respect of its fixed assets:
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) The fixed assets of the Company have been physically verified by the management and/or by a firm of Chartered Accountants on behalf of the management during the year and no material discrepancies have been noticed on such physical verification. In our opinion, the frequency of verification is reasonable.
- ii. In respect of its inventories:
 - a) As explained to us, the inventories of the Company (excluding inventories with third parties) has been physically verified during the year by the management or by a firm of Chartered Accountants on behalf of the management during the year. In respect of stock lying with third parties, those have substantially been confirmed by them. In our opinion the frequency of such verification is reasonable.
 - b) In our opinion, and according to information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) On the basis of our examination of the inventories records, in

- our opinion, and according to information and explanations given to us, the Company has maintained proper records of inventories. The discrepancies noticed on physical verification of inventories as compared to book records were not material.
- iii. According to the information and explanations given to us, the Company has not granted any loan secured/ unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act. Consequently, the provisions of clauses iii (a) and iii (b) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to the purchase of inventories, fixed assets and for the sale of the goods and services. Further, on the basis 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 nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. In our opinion and according to the information and explanations given to us, the Company has complied with the directives issued by Reserve Bank of India, and the provisions of Section 73 to 76 or any other relevant provisions of the Act and the Rules framed there under with respect to deposits (from public). According to the information and explanations given to us no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal on the Company in respect of the aforesaid deposits.
- vi. We have broadly reviewed the cost records maintained by the Company relating to its products (Chemical and Engineering) pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 148(1) of the Act, and are of the opinion that prima facie the prescribed Cost Records have been made and maintained. We have, however, not made a detailed examination of the cost record with a view to determine whether they are accurate or complete.
- vii. According to the information and explanations given to us and the records of the Company examined by us:
 - a) The Company is generally regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, sales tax, income tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues, as applicable, with the appropriate authorities.

There were no undisputed amounts payable in respect of provident fund, employees' state insurance, sales tax, income tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues in arrears as at 31st March 2015 for a period of more than six months from the date they became payable.
 - b) The particulars of dues of sales tax, income tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess as applicable as at 31st March 2015 which have not been deposited on account of a dispute are as follows –



Name of the Statute	Nature of Dues	Amount Involved (₹ in Lakhs)	Period to which the amount relates	Forum where Dispute is Pending
The Central Sales Tax Act, 1956	Sales Tax	50.21	2003-04 & 2004-05	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
		502.87	2005-06 to 2011-12	Sr. Joint Commissioner of Sales Tax, Kolkata
The West Bengal Sales Tax Act, 1994	Sales Tax	30.25	1996-97 & 1998-99	Deputy Commissioner of Commercial Taxes, Kolkata
		9.78	2003-04 & 2004-05	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
		0.82	2001-02	Settlement of Dispute Board
The West Bengal Value Added Tax Act, 2005	Sales Tax	185.38	2005-06 2007-08 2009-10	Sr. Joint Commissioner Sales Tax, Kolkata
		178.55	2006-07	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
Bengal Finance (Sales Tax) Act, 1941	Sales Tax	15.66	1985-86	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
Orissa Sales Tax Act, 1947	Sales Tax	0.53	1998-99	Additional Commissioner of Sales Tax, Cuttack
Central Sales Tax (Orissa) Rules, 1957	Sales Tax	9.30	1998-99 & 1999-2000	Additional Commissioner of Sales Tax, Cuttack
The Central Excise Act, 1944	Excise Duty	34.32	Upto 1987-88	Office of the Commissioner - Central Excise
		63.33	Various periods from 1994-95 to 2007-08	Office of the Additional / Deputy Commissioner of Central Excise
Finance Act, 1994	Service Tax	339.22 (Paid under Protest) ₹ 78.66 lakhs)	2003-04 to 2011-12	CESTAT, Kolkata
		17.75 (Paid under Protest) ₹ 17.75 lakhs)	2006-07 & 2007-08	CCE (Appeals) Bhubaneswar -II
		68.93 (Paid under Protest) ₹ 5 lakhs)	2005-06 to 2010-11	Commissioner of Central excise (Appeals)
Income Tax Act, 1961	Income Tax	5.86	1987-88	Hon'ble High Court at Calcutta

- c) According to the information and explanations given to us the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.
- viii. The Company does not have accumulated losses as at 31st March 2015 and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- ix. 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 financial institution or banks. The Company had neither any outstanding debenture at the beginning of the year nor has it issued any debenture during the year.
- x. In our opinion and according to the information and explanations given to us, the Company has given counter guarantee for issue of Stand By Letter of Credit (SBLC) for loans availed by the Wholly Owned Subsidiary from a bank and the

terms and conditions whereof are prima facie not prejudicial to the interest of the Company.

- xi. In our opinion, and according to the information and explanations given to us, on an overall basis, the term loans have been applied for the purposes for which they were obtained.
- xii. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instances of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For SINGHI & CO.
Chartered Accountants
Firm Registration No.302049E

Anurag Singhi
Partner

1-B, Old Post office Street, Kolkata.
Dated, the 29th day of May, 2015

Membership No.066274

**BALANCE SHEET** as at 31st March, 2015

` in Lakhs

Particulars	Note No.	As at 31st March, 2015	As at 31st March, 2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	2,334.23	2,334.23
Reserves and Surplus	3	19,019.25	19,571.23
Non-Current Liabilities			
Long Term Borrowings	4	8,063.86	6,808.14
Deferred Tax Liabilities (Net)	5	-	615.00
Other Long Term Liabilities	6	2,743.53	3,066.24
Current Liabilities			
Short Term Borrowings	7	25,148.27	24,365.49
Trade Payables	8	10,789.59	10,462.38
Other Current Liabilities	9	7,697.85	7,215.35
Short Term Provisions	10	2,670.64	2,439.71
	TOTAL	78,467.22	76,877.77
ASSETS			
Non-Current Assets			
Fixed Assets			
(i) Tangible Assets	11	23,553.36	24,047.62
(ii) Intangible Assets		35.73	36.94
(iii) Capital Work-in-Progress		1,041.65	621.43
		24,630.74	24,705.99
Non-Current Investments	12	2,714.25	2,719.07
Long Term Loans and Advances	13	7,942.51	8,680.42
Other Non-Current Assets	14	1,629.68	28.09
Current Assets			
Current Investments	15	99.07	504.10
Inventories	16	15,297.43	17,253.01
Trade Receivables	17	12,923.58	14,973.78
Cash and Bank Balances	18	398.23	790.40
Short Term Loans and Advances	19	7,744.80	6,306.50
Other Current Assets	20	5,086.93	916.41
	TOTAL	78,467.22	76,877.77

Significant Accounting Policies

1

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For and on behalf of the Board

For Singhi & Co.
Chartered Accountants
Firm Registration Number - 302049E
Anurag Singhi
Partner
Membership No. 066274
Kolkata, 29th May, 2015

D. K. Sharda
Managing Director & CEO

A. K. Kothari
Chairman

D. Karmakar
Company Secretary

P. K. Jain
Chief Financial Officer



STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2015

₹ in Lakhs

Particulars	Note No.	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Income			
Revenue from Operations (Gross)	21	87,600.03	95,718.03
Less : Excise Duty		819.07	1,038.21
Revenue from Operations (Net)		86,780.96	94,679.82
Other Income	22	809.66	1,303.00
Total Revenue		87,590.62	95,982.82
Expenses			
Cost of Materials Consumed	23	34,857.83	38,115.35
Purchases of Stock-in-Trade	24	9,384.06	13,153.33
Changes in Inventories of Finished goods, Stock-in-Process and Stock-in-Trade	25	167.68	(1,851.82)
Employee Benefits Expense	26	12,104.05	11,456.77
Finance Costs	27	4,067.05	3,597.78
Depreciation and Amortisation Expense	11	2,067.15	2,859.49
Other Expenses	28	25,658.10	28,229.00
Total Expenses		88,305.92	95,559.90
Profit / (Loss) Before Tax		(715.30)	422.92
Tax Expense:			
- Current Tax	29	110.00	190.00
- Deferred Tax		(504.20)	(325.00)
Profit / (Loss) for the year		(321.10)	557.92
Earnings per Ordinary Share (Face Value of ₹ 10 per share)			
- Basic & Diluted (in ₹)	44	(1.58)	2.53

Significant Accounting Policies

1

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For and on behalf of the Board

For Singhi & Co.
Chartered Accountants
Firm Registration Number - 302049E
Anurag Singhi
Partner
Membership No. 066274
Kolkata, 29th May, 2015

D. K. Sharda
Managing Director & CEO

A. K. Kothari
Chairman

D. Karmakar
Company Secretary

P. K. Jain
Chief Financial Officer



CASH FLOW STATEMENT for the year ended 31st March, 2015

in Lakhs

	For the year ended 31st March, 2015		For the Year Ended 31st March, 2014	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit / (Loss) before tax		(715.30)		422.92
Depreciation and Amortisation Expense	2,067.15		2,859.49	
Finance Cost (Net of incentive income)	4,067.05		3,597.78	
Profit on Sale of Investments (Net)	(16.41)		(2.70)	
Loss/(Profit) on Sale of Fixed Assets (Net)	4.99		(55.90)	
Bad Debts and Advances written off	170.47		167.92	
Provision for Doubtful Trade Receivable and advances (Net of write back)	(36.93)		22.28	
Provision for diminution in value of investment written back	(0.76)		(0.28)	
Interest Income	(272.39)		(109.05)	
Dividend Income	(24.17)		(50.78)	
Liability no longer required written back	(76.59)	5,882.41	(69.42)	6,359.34
Operating profit before Working Capital Changes		5,167.11		6,782.26
Adjustments for :				
Trade and Other Receivables	(3,052.60)		(6,504.02)	
Inventories	1,955.58		(237.53)	
Trade and Other Payables	375.31	(721.71)	2,375.92	(4,365.63)
Cash Generated from Operations		4,445.40		2,416.63
Direct Taxes (Paid) / Refund (Net)		129.79		(607.60)
Interest received on Income Tax Refund		105.65		38.25
Net Cash from Operating Activities		4,680.84		1,847.28
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets including Capital Work in Progress	(2,501.33)		(2,876.57)	
Proceeds from Sale of Fixed Assets	38.72		76.38	
Capital Subsidy Received	17.51		9.22	
Purchase of Current Investments	-		(2,745.68)	
Proceeds from Sale of Current Investments	406.78		1,900.04	
Proceeds from Sale of Long Term Investments	27.00		-	
Investment in Subsidiaries	(6.00)		-	
Interest Received	81.23		71.11	
Dividend Received	24.17		50.78	
Net Cash used in Investing Activities		(1,911.92)		(3,514.72)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Short Term Borrowings (Net)	1,314.36		6,474.92	
Proceeds from Long Term Borrowings	4,104.80		832.00	
Repayment of Long Term Borrowings	(2,504.58)		(1,696.32)	
Proceeds from Fixed Deposits (from Public)	2,248.38		952.56	
Repayment of Fixed Deposits (from Public)	(2,424.54)		(335.82)	
Dividend Paid	(184.81)		(433.21)	
Tax on Dividend	(29.92)		(75.26)	
Finance Charges Paid	(4,083.19)		(3,657.44)	
Net Cash from / (used) in Financing Activities		(1,559.50)		2,061.43
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A + B + C)		1,209.42		393.99



CASH FLOW STATEMENT (Contd.)

₹ in Lakhs

Cash and Cash Equivalents on Opening date
Cash and Cash Equivalents on Closing date
(Refer Note 2 below)

For the Year Ended 31st March, 2015		For the Year Ended 31st March, 2014	
	818.49		424.50
	2,027.91		818.49
	1,209.42		393.99

Notes :

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard 3 on 'Cash Flow Statements'.
2. Cash and Cash Equivalents includes ₹ 1,789.93 lakhs (Previous Year - ₹ 620.08 lakhs) available for restricted use (Refer Note - 18). The restrictions are mainly on account of cash and bank balances held as margin money deposit against bank guarantees, under lien and unclaimed dividends.
3. The deposits maintained by the bank comprises of time deposits, which can be withdrawn by the company at any point of time without prior notice or penalty on the principal.
4. Previous year's figures have been rearranged and regrouped, wherever necessary.

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For Singhi & Co.
Chartered Accountants
Firm Registration Number - 302049E
Anurag Singhi
Partner
Membership No. 066274
Kolkata, 29th May, 2015

D. K. Sharda
Managing Director & CEO

D. Karmakar
Company Secretary

For and on behalf of the Board
A. K. Kothari
Chairman

P. K. Jain
Chief Financial Officer

NOTES TO THE STANDALONE FINANCIAL STATEMENTS for the year ended 31st March, 2015

1. Significant Accounting Policies

1.1 Basis of Accounting

These financial statements of the Company have been prepared to comply in all material aspects with all the applicable accounting principles in India (Indian GAAP), the applicable accounting standards as prescribed under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013, to the extent notified. The financial statements has been prepared under the historical cost convention on an accrual basis.

1.2 Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.

1.3 Tangible Fixed Assets

Tangible fixed assets are stated at cost less accumulated depreciation and cumulative impairment losses, if any. Cost includes duties, taxes, incidental expenses, erection/commissioning expenses and borrowing cost attributable to qualifying assets up to the date, the asset is put to use. The cost of extension planting on cultivable land including cost of development is capitalised.

1.4 Intangible Assets

Intangible assets are stated at cost less accumulated amortisation and cumulative impairment losses, if any. Costs incurred on intangible assets, resulting in future economic benefits are capitalised as intangible assets.

1.5 Depreciation & Amortisation

a) Depreciation on tangible fixed assets is provided under Straight Line Method at rates determined based on useful lives of the respective assets and the residual values in accordance with Schedule II of the Companies Act, 2013 or re-assessed by the Company based on technical evaluation except in respect of the following where written down value method is followed:

- i) In respect of assets under Company's Engineering (MICCO) Division.
 - ii) In respect of Tea Division, assets acquired from Kothari Plantations and Industries Limited amalgamated with the Company.
- b) In respect of spares for specific machinery cost of such spare is amortised over the useful lives of the related machinery as estimated by the management.
- c) Leasehold land is amortised over the lease period.
- d) Computer software is amortised over a period of five years.

1.6 Impairment of Assets

The carrying amounts of fixed assets are reviewed at each balance sheet date to determine, if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of the fixed assets of a cash generating unit exceeds its recoverable amount. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of the recoverable amount.

1.7 Investments

Long Term Investments are stated at cost with an appropriate provision for diminution in value, other than temporary in nature, in the valuation of long term investments. Current Investments are stated at lower of cost and fair value. Gains/Losses on disposal of investments are recognised as income/expenditure.

1.8 Foreign Currency Transactions

Transactions in foreign currencies are recognised at the rate existing at the time of such transactions. Gain or Loss resulting from the settlement of such transactions is recognised in the Statement of Profit and Loss. At the Balance Sheet date, monetary items denominated in foreign currency are translated at year-end rates or the forward cover rates as applicable. The resultant translation differences, if any, are recognised in the Statement of Profit and Loss.

1.9 Derivative Instruments

The Company uses forward exchange contracts to hedge its risks associated with foreign currency fluctuations relating to the underlying transactions, highly probable forecast transactions and firm commitments. In respect of forwards exchange



Notes to the Standalone Financial Statements (contd.)

contracts with underlying transactions, the premium or discount arising at the inception of such contract is amortized as expense or income over the life of contract. Other forwards exchange contracts outstanding at the Balance Sheet date are marked to market and in case of loss the same is provided for in the financial statements. Any profit or losses arising on cancellation of forward exchange contracts are recognised as income or expense for the period.

1.10 Inventories

Inventories are valued as under: -

- | | | | |
|----|--|---|---|
| a) | Stores and Spare Parts | - | At cost (on weighted average basis) or net realisable value whichever is lower. |
| b) | Raw Materials | - | At cost (on weighted average basis) or net realisable value whichever is lower. |
| c) | Stock in Process | - | Is valued with material at lower of weighted average cost and market rate less estimated conversion cost. |
| d) | Finished Goods / Stock in Trade / Contract in Progress | - | For long term contracts, contract in progress is valued at realisable value/ contractual rate and provision for losses, as may be estimated for completion thereof. |
| | | - | Others - At cost or net realisable value whichever is lower. |
| e) | Waste / Scrap | - | Waste and Scrap are valued at estimated realisable value. |

1.11 Employee Benefits

- a) Short Term Employee Benefits (i.e. benefits payable within one year) are recognized in the period in which employee services are rendered.
- b) Post-employment and other long term employee benefits are recognized as an expense in the Statement of Profit and Loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amounts payable determined using actuarial valuation techniques.
- c) Actuarial gains/losses arising under Defined Benefit Plans are recognized immediately in the Statement of Profit and Loss as income/expense for the year in which they occur.

1.12 Provisions, Contingent Liabilities and Contingent Assets

- i) Provisions are recognised for liabilities that can be measured only by using a substantial degree of estimation, if
 - a) the Company has a present obligation as a result of a past event;
 - b) a probable outflow of resources is expected to settle the obligation; and
 - c) the amount of the obligation can be reasonably estimated.
 - ii) Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received. Contingent liability is disclosed in case of
 - a) present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
 - b) present obligation when no reliable estimate is possible; and
 - c) a possible obligation arising from past events where the probability of outflow of resources is not remote.
 - iii) Contingent Assets are neither recognised, nor disclosed.
- Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

1.13 Recognition of Income and Expenditure

Items of income and expenditure are recognised on accrual and prudent basis. Contract Revenue is recognised by reference to the stage of completion of the contract activity at the reporting date of the financial statements on the basis of percentage of completion method. Percentage of completion is the proportion of cost of work performed to-date, to the total estimated contract costs. Expected loss, if any, on the construction/project related activity is recognized as an expense in the period in which it is foreseen, irrespective of the stage of completion of the contract. While determining the amount of foreseeable loss, all elements of costs and related incidental income not included in contract revenue is taken into consideration. Dividends income is recognised when right to receive is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable.

1.14 Taxes on Income

Income tax expense comprises current tax and deferred tax charge. Current tax is determined as the amount of tax payable in respect of taxable income for the year based on applicable tax rates and laws. Deferred tax is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognised only if there is reasonable / virtual certainty that sufficient future taxable income will be available against which such deferred tax assets will be realised.



Notes to the Standalone Financial Statements (contd.)

Such assets are reviewed as at each Balance Sheet date to reassess the realizability thereof. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantively enacted by the Balance Sheet date.

1.15 Leases

For assets acquired under Operating Lease, rentals payable are charged to Statement of Profit and Loss. Assets acquired under Finance Lease are capitalised at lower of the Fair Value and Present Value of Minimum Lease Payments. Lease income from operating leases is recognised in the Statement of Profit and Loss over the period of Lease.

1.16 Government Grants

Government Grants related to specific Tangible fixed assets are deducted from gross values of related assets in arriving at their book value. Government Grants related to revenue are recognised in Statement of Profit and Loss.

1.17 Borrowing Costs

Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

2. Share Capital

₹ in Lakhs

2.1 Particulars	As at 31st March, 2015	As at 31st March, 2014
Authorised		
4,20,00,000 (Previous Year - 4,20,00,000) Ordinary Shares of ₹ 10 each	4,200.00	4,200.00
2,00,000 (Previous Year - 2,00,000) Preference Shares of ₹ 100 each	200.00	200.00
Issued		
2,13,42,346 (Previous Year - 2,13,42,346) Ordinary Shares of ₹ 10 each	2,134.23	2,134.23
2,00,000 (Previous Year - 2,00,000) Preference Shares of ₹ 100 each	200.00	200.00
Subscribed and Fully Paid up		
2,13,42,346 (Previous Year - 2,13,42,346) Ordinary Shares of ₹ 10 each	2,134.23	2,134.23
2,00,000 (Previous Year - 2,00,000) Preference Shares of ₹ 100 each	200.00	200.00
	2,334.23	2,334.23

2.2 Reconciliation of number of Shares Outstanding:

Particulars	2014-15		2013-14	
	Ordinary Shares	Preference Shares	Ordinary Shares	Preference Shares
Shares outstanding at the beginning of the year	2,13,42,346	2,00,000	2,13,42,346	2,00,000
Shares outstanding at the end of the year	2,13,42,346	2,00,000	2,13,42,346	2,00,000

2.3 Rights, Preferences and Restrictions attached to shares

i) Ordinary Shares

- The Company has only one class of Ordinary shares having a face value of ₹ 10 per share and each holder of Ordinary shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors (except interim dividend) is subject to the approval of the shareholders in the ensuing Annual General Meeting.
- In case of liquidation the Ordinary Shareholders are eligible to receive remaining assets of the company, after distribution of all the preferential amounts, in the proportion of their Shareholding.



Notes to the Standalone Financial Statements (contd.)

(ii) Preference Shares

- (a) The Company has one class of 8 % Redeemable Cumulative Preference Shares having a par value of ₹ 100 per share and each holder of Preference shares has a preferential right over the Ordinary shareholders with respect to payment of dividend and repayment of Share Capital in case of liquidation. The preference shareholders do not have voting powers except in a meeting of preference shareholder.
- (b) The 8% Redeemable Cumulative Preference Shares are redeemable at par in 15 (fifteen) years from the date of allotment i.e. 31st March, 2005 with the option to the Company to redeem the same at any time after the expiry of 60 (sixty) months from the said date of allotment at the discretion of the Board of Directors of the Company.

2.4 Shares of the Company held by each shareholder holding more than 5% shares

Name of Shareholders	As at 31st March, 2015		As at 31st March, 2014	
	Number of Shares held	% of Shares held	Number of Shares held	% of Shares held
Ordinary Shareholders				
Kothari Phytochemicals & Industries Ltd.	55,01,078	25.78	55,01,078	25.78
Kothari Investment & Industries Pvt. Ltd.	22,53,748	10.56	22,53,748	10.56
Vishnuhari Investments & Properties Ltd.	17,07,291	8.00	17,07,291	8.00
M.D. Kothari & Company Ltd.	15,21,868	7.13	15,21,868	7.13
Kothari & Co. Pvt. Ltd.	14,26,199	6.68	14,26,199	6.68
Commercial House Pvt. Ltd.	13,68,212	6.41	13,68,212	6.41
Life Insurance Corporation of India	11,87,278	5.56	11,87,278	5.56
Preference Shareholder				
Kothari & Co. Pvt. Ltd.	2,00,000	100.00	2,00,000	100.00

2.5 Details of aggregate number of Fully paid up Ordinary Shares issued pursuant to a Contract / Bonus during the period of five years immediately preceeding 31st March

Particulars	As at 31st March, 2015	As at 31st March, 2014
	No. of Ordinary Shares	
Fully paid up Ordinary Shares of ₹ 10 each pursuant to contract(s) without payment being received in cash#	-	1,56,250
Fully paid up Ordinary Shares of ₹ 10 each by way of bonus shares by capitalisation of General Reserve	71,14,115	71,14,115

These shares have been issued pursuant to separate schemes of Amalgamation / Arrangement, as approved by the Hon'ble High Court, Calcutta from time to time.

Notes to the Standalone Financial Statements (Contd.)

3 Reserves & Surplus

in Lakhs

Particulars	As at 31st March, 2015		As at 31st March, 2014	
Capital Reserve				
At the beginning and at the end of the year		3,394.88		3,394.88
Amalgamation Reserve				
At the beginning and at the end of the year		61.93		61.93
Export Profit Reserve				
At the beginning and at the end of the year		0.85		0.85
Preference Shares Redemption Reserve				
At the beginning and at the end of the year		262.47		262.47
General Reserve				
At the beginning of the year	9,860.07		9,760.07	
Add : Transferred from Surplus in Statement of Profit and Loss	-	9,860.07	100.00	9,860.07
Surplus in Statement of Profit and Loss				
At the beginning of the year	5,991.03		5,739.10	
Add : Depreciation adjustment as per revised calculations (net of deferred tax) [Refer Note-37]	(230.88)		-	
Profit / (Loss) for the year	(321.10)		557.92	
	5,439.05		6,297.02	
Less : Appropriations				
Transfer to General Reserve	-		100.00	
Proposed Dividend on Preference Shares	-		16.00	
Proposed Dividend on Ordinary Shares	-		160.07	
Tax on Proposed Dividend	-	5,439.05	29.92	5,991.03
Total		19,019.25		19,571.23

4 Long Term Borrowings

Particulars	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2015	As at 31st March, 2014
	Non Current Portion		Current Maturities	
Secured				
Term Loans in Indian Rupees				
From Banks				
IDBI Bank Ltd	267.00	635.00	368.00	368.00
State Bank of Patiala	340.00	700.00	360.00	360.00
State Bank of India	5,428.73	4,423.71	2,095.78	1,748.00
IndusInd Bank Ltd (for Equipments)	44.11	167.33	123.22	110.64
HDFC Bank Ltd (for Vehicles)	25.58	12.78	26.26	11.53
Karur Vysya Bank Ltd.	900.00	-	100.00	-
From Others				
Tea Board of India	122.90	147.48	49.16	49.16
	7,128.32	6,086.30	3,122.42	2,647.33
Unsecured				
Fixed Deposits (From Public)	935.54	721.84	449.30	304.54
	935.54	721.84	449.30	304.54
Total	8,063.86	6,808.14	3,571.72	2,951.87



Notes to the Standalone Financial Statements (Contd.)

4.1 - Terms of Repayment of Term Loans & Other Loans

in Lakhs

Particulars	Nature of Loan	Amount	Period of Maturity	No. of Instalment due	Instalment Value	Repayment Terms	Rate of Interest p.a.
From Banks:-							
IDBI Bank Ltd	Technology Upgradation Fund Scheme (TUF)-II	635.00	Dec -16	7	92.00/Quarter 83.00/Quarter	Apr'15 - Sep'16 Dec'16	Base rate + 2.35%
State Bank of Patiala	TUF - II	700.00	Mar -17	8	90.00/Quarter 70.00/Quarter	Apr'15 - Dec'16 Mar'17	Base rate + 1.75%
State Bank of India	TUF - II	1330.71	Mar -17	8	175.00/Quarter 182.67/Quarter 82.70/Quarter	Apr'15 - Mar'16 Apr'16 - Dec'16 Mar'17	Base rate + 2.00%
	TUF - III	701.00	Mar -19	16	49.00/Quarter 43.00/Quarter 37.00/Quarter 20.00/Quarter	Apr'15 - Sep'17 Dec'17 Mar'18 - Dec'18 Mar'19	Base rate + 2.00%
	TUF - IV *	2254.45	Jun-18	13	196.00/Quarter 195.00/Quarter 152.49/Quarter 143.00/Quarter 54.96/Quarter	Sep, Dec, Mar Quarter of 2015-16 to 2016-17 Jun Quarter of 2015-16 to 2017-18 Sep'17 Dec'17-Mar'18 Jun'18	Base rate + 2.00%
State Bank of India	Term Loan (III)	137.00	Mar-19	15	10.00/Quarter 11.00/Quarter 1.00/Quarter 2.00/Quarter	Jun, Sep, Dec Quarter of 2015-16 to 2017-18 Mar Quarter of 2015-16 to 2017-18 & Jun'18 Sep'18 Mar'19	Base rate + 2.00%
	Term Loan (IV) *	491.35	Sep-17	10	50.00/Quarter 41.35/Quarter	Apr'15 - June'17 Sep'17	Base rate + 2.00%
State Bank of India	Corporate Loan*	2000.00	Dec-21	27	20.00/Quarter 25.00/Quarter 50.00/Quarter 75.00/Quarter 100.00/Quarter 125.00/Quarter 175.00/Quarter 70.00/Quarter	Apr'15 - Mar'16 Apr'16 - Mar'17 Apr'17 - Mar'18 Apr'18 - Mar'19 Apr'19 - Mar'20 Apr'20 - Mar'21 Apr'21 - Sep'21 Dec'21	Base rate + 1.00 %
State Bank of India	Lease Rental Discounting Loan(LRD)	610.00	Mar-20	60	Equated monthly Instalment (EMI)	Apr'15 - Mar'20	Base rate + 1.50%
The Karur Vysya Bank Limited	Corporate Loan *	1000.00	Apr-19	18	20.00/Quarter 20.00/Quarter 25.00/Quarter 75.00/Quarter 112.50/Quarter 50.00/Quarter	Apr'15 June'15 - Mar'16 Apr'16 - Mar'17 Apr'17 - Mar'18 Apr'18 - Mar'19 Apr'19	Base rate + 1.00%
IndusInd Bank Ltd	Equipment Loan	11.65 11.65 11.65 10.52 10.52 10.52 10.52 10.52 10.52 10.52 69.26	Jul -16 Jul -16 Jul -16 Jul -16 Jul -16 Jul -16 Jul -16 Jul -16 Jul -16 Jul -16 Jul -16	16 16 16 16 16 16 16 16 16 16 16	EMI EMI EMI EMI EMI EMI EMI EMI EMI EMI EMI	Apr'15- Jul'16 Apr'15- Jul'16 Apr'15- Jul'16 Apr'15- Jul'16 Apr'15- Jul'16 Apr'15- Jul'16 Apr'15- Jul'16 Apr'15- Jul'16 Apr'15- Jul'16 Apr'15- Jul'16 Apr'15- Jul'16	10.51%
HDFC Bank Ltd	Vehicle Loan	1.81 1.11 3.07 7.03 35.11 3.71	Aug -15 Sep -15 May-16 Apr-17 Apr-17 May-17	5 6 14 25 25 26	EMI EMI EMI EMI EMI EMI	Apr'15 - Aug'15 Apr'15 - Sep'15 Apr'15 - May'16 Apr'15 - Apr'17 Apr'15 - Apr'17 Apr'15 - May'17	10.75% 11.25% 9.62% 10.50% 10.00% 10.75%
From Others:-							
Tea Board of India	Special Purpose Tea Fund Scheme	172.06	Jan -22	14	12.29/Half Yearly #	Apr'15 - Jan'22	10.24%

* Term Loan yet to be fully disbursed.

The principal instalment and interest amount is payable under 2X mechanism and subsequently IX amount is refundable.



Notes to the Standalone Financial Statements (Contd.)

4.2 Security Clauses

1. The Term Loan from IDBI Bank Ltd (IDBI), State Bank of Patiala (SBP) and State Bank of India (SBI), Corporate Loan from State Bank of India (SBI) and Letter of Credit facility from SBI for purchase of capital goods are secured by first charge by way of Equitable Mortgage by deposit of title deeds of the Company's immovable properties situated at (a) Akbarpur, Punjab, (b) Champdani, West Bengal, (c) Gillander House, West Bengal, (d) Sodepur, West Bengal and (e) Konnagar, West Bengal and also secured by way of 1st charge on entire Fixed Assets, both present and future of the Company except those pertaining to the Tea Division but subject to prior charge(s) created on current assets (except Tea Division) in favour of Company's bankers for securing working capital facilities availed from time to time in the ordinary course of business. The mortgage and charge shall rank pari passu with the mortgage and charges created in favour of IDBI, SBP and SBI. The term loans and letter of credit for Capital Goods are also secured by guarantee of a Director.
2. Lease Rental Discounting (LRD) Term Loan from SBI is secured by assignment/hypothecation of current and future lease proceeds, rental receivables and other fees from certain chargeable area of Gillander House, West Bengal and are also secured by 1st charge on entire Fixed Assets, both present and future of the Company except those pertaining to the Tea division but subject to prior charge(s) created on current assets (except Tea Division) in favour of Company's bankers. The mortgage and charge shall rank pari passu with the mortgage and charges created in favour of IDBI, SBP, SBI and KVB. The term loan is also secured by guarantee of a Director
3. Corporate Loan from The Karur Vysya Bank Limited (KVB) is secured by way of 1st charge on all fixed assets, both present and future of the Company except those pertaining to the Tea Division on pari-passu basis with existing term lenders.
4. The Term Loan from IndusInd Bank Ltd., are secured by hypothecation of the related Equipments/Vehicles and guaranteed by a Director.
5. Term Loan from HDFC Bank Ltd., are secured by hypothecation of the related vehicles purchased.
6. The Term Loan from Tea Board of India under Special Purpose Tea Fund Scheme (SPTF) is secured by second charge by way of equitable mortgage on Immovable properties situated at the Tea estates and also further secured by second charge by way of hypothecation of Tea crop of the estates.

- 4.3 Maturity pattern for Fixed Deposit (from Public) having rate of interest varying between 11.00% p.a. - 11.25% p.a. are as set out below :-

Maturity Period	` in Lakhs		
	2015-16	2016-17	2017-18
	449.30	328.52	607.02

5 Deferred Tax Liabilities (Net)

Particulars	` in Lakhs	
	As at 31st March, 2015	As at 31st March, 2014
Deferred Tax Liabilities		
- Depreciation and Amortisation	1,868.41	1,675.42
Less: Deferred Tax Assets		
- Provision for doubtful debts	134.78	151.03
- Items allowed on actual payment basis under Income Tax Act	1,066.18	598.17
- Unabsorbed depreciation/Carry forward business losses #	667.45	311.22
Total	-	615.00

The recognition of deferred tax asset on unabsorbed depreciation/business losses has been restricted to the extent of deferred tax liability on account of timing difference in respect of depreciation, the reversal of which is virtually certain.

6 Other Long Term Liabilities

Job Advance received from Customers	1,023.63	1,405.69
Trade deposit/Security deposit received	1,672.78	1,601.74
Interest Accrued but not due on Fixed Deposits (from Public)	47.12	58.81
Total	2,743.53	3,066.24



Notes to the Standalone Financial Statements (Contd.)

7 Short Term Borrowings

₹ in Lakhs

Particulars	As at 31st March, 2015	As at 31st March, 2014
7.1 Secured		
Short Term Loan from Bank	2,500.00	-
Working Capital Facilities from Banks		
- United Bank of India	2,105.16	975.90
- Other Banks	9,812.31	14,297.21
	14,417.47	15,273.11
7.2 Unsecured		
Short Term Loans		
From Banks	6,500.00	7,000.00
From Bodies Corporate	2,670.00	-
Fixed Deposits (from Public)	1,560.80	2,092.38
	10,730.80	9,092.38
Total	25,148.27	24,365.49

- (i) The working capital facilities from United Bank of India are secured by hypothecation of Tea Crop, Made Tea, Book Debts and all other Current Assets of the Tea Estates and are further secured by way of Equitable Mortgage on immovable properties situated at the Tea Estates.
- (ii) Working Capital Facilities from Banks, (except those availed by Tea Division of the Company from United Bank of India) are secured by hypothecation of Company's (other than Tea Division) entire current assets, both present and future, ranking pari passu inter-se, and guaranteed by a Director and are further secured by way of second charge on the Fixed Assets of the Company (other than Tea Division) ranking pari passu inter-se.
- (iii) Short Term Demand Loan from a Bank having Base rate + 0.75% rate of interest is secured by subservient charge on all assets of the Company (other than Tea Division) and is repayable by May, 2015. Loan is guaranteed by a Director.
- (iv) The Working Capital Facilities having interest rate varying between 11.00% p.a.-12.75% p.a. are repayable on demand.
- (v) The Unsecured Short Term Loan
- (a) From IndusInd Bank Ltd. ₹ 1,000.00 Lakhs is having Base rate + 0.25% rate of interest p.a. and is repayable by May 2015 which by guarantee by a Director.
- (b) From HDFC Bank Ltd. ₹ 4000.00 Lakhs is having Base rate + 0.75% rate of interest p.a. and is repayable by May 2015.
- (c) From Yes Bank Ltd. ₹ 1500.00 Lakhs is bearing interest at Base rate and is repayable by September 2015 .
- (d) From Bodies Corporate is having interest varying between 13.00% to 14.50% p.a are repayable by July 2015.
- (vi) Fixed Deposit from Public is having interest rate of 11.00% p.a.



Notes to the Standalone Financial Statements (Contd.)

8 Trade Payables

` in Lakhs

Particulars	As at 31st March, 2015	As at 31st March, 2014
For Goods	5,091.79	4,438.04
For Services & Others	3,306.83	3,239.75
Acceptances	2,390.97	2,784.59
Total	10,789.59	10,462.38

9 Other Current Liabilities

Current Maturities of Long- Term Borrowings [Refer Note-4]	3,571.72	2,951.87
Interest Accrued but not due on borrowings	172.97	146.71
Job advance received from Customers	1,379.79	1,838.15
Advances from Agents and Customers	95.07	64.36
Unclaimed Dividends	59.66	68.40
Unclaimed matured deposits and interest accrued thereon	3.68	6.96
Statutory Liabilities	322.43	337.11
Trade deposit/Security deposit received	408.32	430.83
Employee's related liabilities	1,226.00	963.54
Other payables #	458.21	407.42
Total	7,697.85	7,215.35

Includes liability for Electricity voltage surcharge, Capital items etc.

10 Short Term Provisions

Provision for Employee Benefits		
- Provision for Leave	284.07	277.60
- Provision for Gratuity	2,386.57	1,956.12
Provision for Proposed Dividends	-	176.07
Provision for Tax on Proposed Dividends	-	29.92
Total	2,670.64	2,439.71



Notes to the Standalone Financial Statements (Contd.)

11. Fixed Assets

in Lakhs

Sl No.	Particulars	Gross Block			Depreciation and Amortisation			Net Block		
		Balance as at 31st March 2014	Additions	Disposals/ Adjustments (See Note-a below)	Balance as at 31st March 2015	Balance as at 31st March 2014	For the year ended 31st March 2015	Disposal / Adjustments (See Note-d below)	Balance as at 31st March 2015	Balance as at 31st March 2014
A	Tangible Assets									
	Freehold Land	445.57	-	-	445.57	-	-	-	445.57	445.57
	Leasehold Land	16.08	-	-	16.08	-	-	-	16.08	16.08
	Estate & Development Buildings (Refer Note-b below)	3,242.65	9.18	-	3,251.83	-	-	-	3,251.83	3,242.65
	Bridges, Culverts, Boundaries, etc.	8,170.12	129.80	0.63	8,299.29	2,748.99	(476.86)		4,826.79	5,421.40
	Roads	17.14	-	-	17.14	4.80	0.87		11.56	12.34
	Plant and Machinery	106.60	-	-	106.60	26.70	2.34		10.46	79.90
	Furniture and Fittings	30,254.53	1,676.59	247.22	31,683.90	17,225.24	1,361.82		13,554.09	13,029.29
	Motor Vehicles	508.20	30.68	0.38	538.50	276.27	57.43		207.58	231.93
	Office Equipment	1,166.98	71.57	86.14	1,152.41	674.21	133.21		399.03	492.77
	Computers and data processing units	275.48	21.73	0.03	297.18	130.10	62.27		79.15	145.38
	Electric Installation and Equipments	367.76	6.52	11.53	362.75	285.37	33.05		36.27	82.39
	Livestock	1,555.97	12.24	-	1,568.21	707.78	151.77		715.22	848.19
Total	46,207.94	1,958.31	345.93	47,820.32	22,160.32	2,049.68	(56.96)	23,553.36	24,047.62	
Previous year	40,795.96	5,830.76	418.78	46,207.94	19,747.91	2,801.49	389.08	24,047.62	21,048.05	
B	Intangible Assets									
	Computer software	308.43	16.26	-	324.69	271.49	17.47		35.73	36.94
	Total	308.43	16.26	-	324.69	271.49	17.47		35.73	36.94
	Previous year	308.43	-	-	308.43	213.49	58.00		36.94	94.94
C	Capital									
	Work In Progress	-	-	-	-	-	-		1,041.65	621.43
	Total	-	-	-	-	-	-		1,041.65	621.43
	Previous year	-	-	-	-	-	-		621.43	-
Grand Total (A+B+C)	46,516.37	1,974.57	345.93	48,145.01	22,431.81	2,067.15	(56.96)	24,630.74	24,705.99	
Previous Year	41,104.39	5,830.76	418.78	46,516.37	19,961.40	2,859.49	389.08	24,705.99	22,431.81	

Note: a) Disposals / Adjustments includes ` 17.51 Lakhs (Previous year ` 9.22 Lakhs) relating to Capital Subsidy received during the year.

b) Refer to Note - 42(b) for Office Premises given on Operating Lease (included under Head 'Building' above)

c) Borrowing cost ` Nil Lakhs (Previous Year ` 12.13 Lakhs) has been capitalized during the year.

d) Accumulated depreciation includes ` 341.68 Lakhs (under column Disposal / Adjustment) on account of transitional provision under Schedule-II of the Companies Act, 2013 as on 1st April, 2014.



Notes to the Standalone Financial Statements (Contd.)

12 Non-Current Investments

` in Lakhs

Particulars	Face Value (`)	Nos	As at 31st March, 2015	As at 31st March, 2014
Long Term Investments				
a) Quoted-Other than Trade (At Cost unless otherwise stated)				
Amarjothi Spinning Mills Ltd.	10	1	*	*
B & A Ltd.	10	1	*	*
Banswara Syntex Ltd.	10	1	*	*
Dhunseri Petrochems & Tea Ltd.	10	1	*	*
Duncans Industries Ltd.	10	1	*	*
Era Infra Engineering Ltd.	2	1	*	*
Ginni Filaments Ltd.	10	1	*	*
Goodricke Group Ltd.	10	1	*	*
GTN Industries Ltd.	10	1	*	*
Harrisons Malayalam Ltd.	10	1	*	*
Lames Warren Tea Ltd.	10	1	*	*
Jay Shree Tea & Industries Ltd.	5	1	*	*
K.P.R. Mill Ltd.	10	1	*	*
Kilburn Engineering Ltd.	10	1	*	*
Kiran Vypar Limited	10	1	*	*
L.G.Balakrishnan & Bros. Ltd.	10	2	*	*
Lambodhara Textiles Ltd.	10	1	*	*
Lanco Infratech Ltd.	1	1	*	*
Maharaja Shree Umaid Mills Ltd.	10	1	*	*
Maral Overseas Ltd.	10	1	*	*
McLeod Russel India Ltd.	5	1	*	*
McNally Bharat Engineering Co. Ltd.	10	1	*	*
Mukund Engineers Ltd.	10	1	*	*
Nahar Industrial Enterprises Ltd.	10	1	*	*
Nahar Spinning Mills Ltd.	5	1	*	*
NCC Ltd.	2	1	*	*
Nitin Spinners Ltd.	10	1	*	*
Patspin India Ltd.	10	1	*	*
Petron Engineering Construction Ltd.	10	1	*	*
Punj Lloyd Ltd.	2	1	*	*
Rajapalayam Mills Ltd.	10	1	*	*
Rajvir Industries Ltd.	10	1	*	*
Rossel India Limited	2	1	*	*
RSWM Ltd.	10	1	*	*
Sambandam Spinning Mills Ltd.	10	1	*	*
Sangam (India) Ltd.	10	1	*	*
Shree Rajasthan Syntex Ltd.	10	1	*	*
Shriram EPC Ltd.	10	1	*	*
Simplex Projects Ltd.	10	1	*	*
Stewarts & Llyods of India Ltd.	10	1	*	*
Suryajyoti Spinning Mills Ltd.	10	1	*	*
Suryalata Spinning Mills Ltd.	10	1	*	*
Suryavanshi Spinning Mills Ltd.	10	1	*	*
Sutlej Textiles & Industries Ltd.	10	1	*	*
UB Engineering Ltd.	10	1	*	*
Vardhman Polytex Ltd.	10	1	*	*
Vardhman Textiles Ltd.	10	1	*	*
Warren Tea Ltd.	10	1	*	*
Welspun Projects Ltd.	10	1	*	*
Winsome Textile Industries Ltd.	10	1	*	*
Winsome Yarns Ltd.	10	1	*	*
Sub total			0.04	0.04

* Amount is below the rounding off norm adopted by the Company.



Notes to the Standalone Financial Statements (Contd.)

12 Non-Current Investments (Contd.)

` in Lakhs

Particulars	Face Value (`)	Nos	As at 31st March, 2015	As at 31st March, 2014
b) Unquoted - in Trade (At Cost unless otherwise Stated) Investment in Fully paid Equity Shares of Subsidiary Company Gillinders Holdings (Mauritius) Ltd.	1 # (-)	10000	6.00	-
(c) Unquoted - Other than Trade				
(i) Investment in Fully paid Equity Shares of Others				
ABC Tea Workers Welfare Services Ltd.	10	7,502 (7,502)	0.75	0.75
Kothari Hi Tech Consultants Pvt. Ltd.	10	95,000 (95,000)	9.50	9.50
Satyam Financial Services Ltd.	10	59,669 (1,49,669)	7.18	18.00
Bharat Fritz Werner Ltd.	2	26,81,811 (26,81,811)	2,694.90	2,694.90
Woodlands Multispeciality Hospital Ltd.	10	8,655 (8,655)	0.87	0.87
			2,719.20	2,724.02
Less: Provision of Diminution in value of Investments			5.00	5.00
Sub total			2,714.20	2,719.02
(ii) Investment in Fully paid Debentures				
5% 10 years Redeemable Debenture in Shillong Club Ltd.	100 (13)	13	0.01	0.01
Sub total			0.01	0.01
Total			2,714.25	2,719.07
<i>Note:- Figures in the brackets represents previous year figure # In USD</i>				
Aggregate book value of Quoted Investments			0.04	0.04
Aggregate market value of Quoted Investments			0.04	0.04
Aggregate book value of Unquoted Investments			2,719.21	2,724.03
Aggregate provision for diminution in value of Investments			5.00	5.00

13 Long Term Loans and Advances

(Unsecured and Considered good)			
Capital Advances			147.00
Security Deposits Paid			7,795.51
		Total	7,942.51
			8,680.42

14 Other Non-Current Assets

Deposits with Banks (Refer Note - 18)			1,629.68	28.09
		Total	1,629.68	28.09



Notes to the Standalone Financial Statements (Contd.)

15 Current Investments (valued at lower of cost or fair market value, unless otherwise stated) ` in Lakhs

Particulars	Face Value (₹)	Nos	As at 31st March, 2015	As at 31st March, 2014
Unquoted - Other Than Trade				
(a) Investments in Government and Trust Securities				
6 Years National Saving Certificates (Deposited with Commercial Tax Officer)			0.07	0.07
Sub Total			0.07	0.07
(b) Investments in Mutual funds				
UTI Liquid Cash Plan Institutional - Daily Dividend	1,000	-	-	133.77
Option - Re Investment		(13,121)		
UTI Treasury Advantage Fund - Institutional Plan	1,000	-	-	160.41
(Daily Dividend Option) - Reinvestment		(16,035)		
DSP Black Rock Focus 25 Fund - Dividend	10	-	-	25.00
		(2,50,000)		
SBI PSU Fund - Regular Plan-Growth	10	2,50,000	25.00	25.00
		(2,50,000)		
SBI Premier Liquid Fund - Institutional-Growth	100	4	0.07	0.07
		(4)		
Goldman Sachs Mutual Fund Gold Benchmark	100	3,100	78.79	78.79
		(3,100)		
Birla Sunlife Floating Rate Fund - Long Term-Weekly Dividend - Reinvestment	100	-	-	57.78
		(57,654)		
Birla Sunlife Floating Rate Fund - Retail - Long Term- Weekly Dividend - Reinvestment	100	-	-	25.79
		(25,750)		
Tata Liquidity Management Fund-Plan A - Daily Dividend	1,000	-	-	28.04
		(2,,797)		
			103.86	509.65
Less : Provision for Diminution in Value of Investments			4.86	5.62
Sub Total			99.00	504.03
Total			99.07	504.10
<i>Note : Figures in the brackets represents previous year figure</i>				
Agregate Book value of Unquoted Investments			103.93	509.72
Agregate prouison for diminution in value of investments			4.86	5.62



Notes to the Standalone Financial Statements (Contd.)

16 Inventories

(Refer Note - 1.10 for mode of Valuation)

₹ in Lakhs

Particulars	As at 31st March, 2015	As at 31st March, 2014
Raw Materials	3,485.97	4,176.60
Stock-in-Process	1,149.28	1,458.94
Finished Goods (Other than Trading Goods)	6,465.96	5,705.71
Stock-in-trade (Goods purchased for Trading)	721.05	1,338.80
Contract-in-Progress	1,088.66	2,161.62
Stores and Spare Parts	2,363.85	2,388.16
Waste	15.62	20.29
Scrap	7.04	2.89
Total	15,297.43	17,253.01
<i>Included in above are</i>		
Goods in Transit		
Raw Materials	547.41	188.05
Stock-in-trade (Goods purchased for Trading)	4.26	11.99
Total	551.67	200.04

Broad Category of Inventories

Finished Goods		
Tea	1,819.30	1,095.67
Lead Oxide and Metallic Stearates	208.56	411.78
Cotton and Man-Made Fibre Yarn	4,438.10	4,198.26
Total	6,465.96	5,705.71
Stock-in-Process		
Lead Oxide and Metallic Stearates	86.92	167.02
Cotton and Man-Made Fibre Yarn	1,057.32	1,289.02
Others	5.04	2.90
Total	1,149.28	1,458.94
Stock-in-Trade		
Paints & Allied Products	77.56	154.08
Boughtout Goods for Construction Jobs	643.49	1,184.72
Total	721.05	1,338.80



Notes to the Standalone Financial Statements (Contd.)

17 Trade Receivables

` in Lakhs

Particulars	As at 31st March, 2015	As at 31st March, 2014
(Unsecured and considered good, unless otherwise stated)		
(a) Outstanding for a period exceeding six months from the date they become due for payment		
Considered Good	3,162.34	1,477.38
Considered Doubtful	317.52	349.29
Less: Provision for Doubtful Trade Receivable	317.52	349.29
Sub total	3,162.34	1,477.38
(b) Other Trade Receivables		
Considered Good	9,761.24	13,496.40
Considered Doubtful	2.70	9.26
Less: Provision for Doubtful Trade Receivable	2.70	9.26
Sub total	9,761.24	13,496.40
Total	12,923.58	14,973.78

18 Cash and Bank Balances

(a) Cash and Cash Equivalents		
Balances with Banks	169.78	136.95
Cheques, Drafts in hand and in Transit	31.83	50.87
Cash in hand	18.43	10.59
Sub total	220.04	198.41
(b) Other Bank Balances		
Unclaimed Dividend Accounts	59.66	68.40
Margin Money with Banks	118.53	523.59
Deposits with Banks (Original maturity with more than 12 months) [#]	1,629.68	28.09
[#] Includes ` 1,611.74 Lakhs under lien with bank [Refer note 30.2 (iv)]		
Sub total	1,807.87	620.08
Total	2,027.91	818.49
Less : Deposits with Banks disclosed under 'Other Non-Current Assets' (Refer Note - 14)	1,629.68	28.09
Total	398.23	790.40



Notes to the Standalone Financial Statements (Contd.)

19 Short Term Loans and Advances

in Lakhs

Particulars	As at 31st March, 2015	As at 31st March, 2014
(Unsecured and Considered Good)		
Security Deposits	2,161.88	854.20
Advance for Raw Materials and Stores	732.98	746.48
Balances with Statutory/Government Authorities	1,886.74	1,857.14
Advance Payment of Income Tax (Net of Provision)	978.53	1,218.32
Deposit with NABARD	569.70	302.48
Other Advances Recoverable in Cash or in Kind #	1,414.97	1,327.88
Sub Total	7,744.80	6,306.50
(Unsecured Considered Doubtful)		
Balances with Statutory/Government Authorities	12.91	12.44
Other Advances Recoverable in Cash or in Kind #	64.16	64.63
Sub Total	77.07	77.07
Less: Provision for Doubtful Loans & Advances	77.07	77.07
Sub Total	-	-
Total	7,744.80	6,306.50
# includes Prepaid Expenses, Contractor advances, etc.		

20 Other Current Assets

(Unsecured and Considered Good)		
Interest Receivable on Loans and Deposits	131.73	46.22
Subsidy/Incentive Receivables	596.28	460.58
Export Incentive Receivables	278.23	172.58
Claims Receivable	-	0.48
Other Receivables	4,080.69	236.55
Total	5,086.93	916.41



Notes to the Standalone Financial Statements (Contd.)

21 Revenue From Operations (Gross)

` in Lakhs

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Sale of Products		
Cotton and Man - Made Fibre Yarn	36,563.67	39,106.08
Tea	18,657.46	18,024.31
Fabrics	1,663.86	2,586.48
Lead Oxide and Mettalic Stearates	6,436.90	5,451.17
Paints & Allied Products	951.22	1,364.03
Sub Total	64,273.11	66,532.07
Income From Constructions Contracts	20,895.42	26,653.39
Income from Services	292.59	356.33
Other Operating Revenue		
Subsidies	68.56	58.28
Export Incentives	522.24	367.25
Claims	44.32	60.55
Commission and Allowances	1.64	6.51
Sale of Waste	742.39	897.02
Rental Income	711.99	671.90
Sale of Scrap	47.77	114.73
Sub Total	2,138.91	2,176.24
Total	87,600.03	95,718.03



Notes to the Standalone Financial Statements (Contd.)

22 Other Income

in Lakhs

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Interest Income		
- Interest on Bank and Other Deposits	166.74	70.80
- Interest Received on Income Tax Refund	105.65	38.25
Dividend Income		
- Long Term Investments	10.73	-
- Current Investments	13.44	50.78
Insurance Claim Received	0.14	847.31
Foreign Exchange Fluctuations (Net)	87.94	103.13
Profit on Sale of Investments (Net)		
- Long Term Investments	16.18	-
- Current Investments	0.23	2.70
Provision for Doubtful Trade Receivables and Advances written back	47.49	45.32
Liabilities no longer required, written back	76.59	69.42
Provision for Diminution in Value of Investment written back	0.76	0.28
Other Non Operating Income	283.77	75.01
Total	809.66	1,303.00

23 Cost of Materials Consumed

Opening Stock	4,176.60	5,597.28
Add : Purchases	34,167.20	36,694.67
Less : Closing Stock	3,485.97	4,176.60
Total	34,857.83	38,115.35
Broad Category of Materials Consumed		
i) Green Leaf (Purchased)	2,705.07	2,653.65
ii) Cotton and Man-Made Fibre	26,246.95	28,472.39
iii) Mild Steel	1,348.34	2,781.64
iv) Lead	4,557.47	4,207.67
Total	34,857.83	38,115.35

Notes to the Standalone Financial Statements (Contd.)

24 Purchases of Stock-in-Trade

₹ in Lakhs

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Tea	3,165.89	2,433.02
Paints & Allied Products	676.57	1,060.61
Boughtout Goods for Construction job	5,541.60	9,659.70
Total	9,384.06	13,153.33

25 Changes in Inventories of Finished goods, Stock-in-Process and Stock-in-Trade

Particulars	For the year ended 31st March, 2015		For the year ended 31st March, 2014	
(a) Finished Goods (Manufactured)				
Opening Inventories	5,705.71		3,941.83	
Closing Inventories	6,465.96	(760.25)	5,705.71	(1,763.88)
(b) Stock-in-Process				
Opening Inventories	1,458.94		1,580.04	
Closing Inventories	1,149.28	309.66	1,458.94	121.10
(c) Stock-in-Trade				
Opening Inventories	1,338.80		1,117.80	
Closing Inventories	721.05	617.75	1,338.80	(221.00)
(d) Stock of Scrap				
Opening Inventories	2.89		11.08	
Closing Inventories	7.04	(4.15)	2.89	8.19
(e) Waste				
Opening Inventories	20.29		24.06	
Closing Inventories	15.62	4.67	20.29	3.77
Total		167.68		(1,851.82)



Notes to the Standalone Financial Statements (Contd.)

26 Employee Benefits Expense

₹ in Lakhs

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
a) Salaries and Wages	9,740.40	9,259.16
b) Contribution to Provident and Other Funds		
- Contribution to Gratuity Fund	429.85	414.91
- Contribution to Provident Fund	745.59	714.98
- Contribution to Employee State Insurance Fund	133.41	122.23
c) Staff Welfare Expenses	1,054.80	945.49
Total	12,104.05	11,456.77

26.1 Information in accordance with the requirements of the Accounting Standard - 15 on 'Employee Benefits':-

a. Provident Fund

The Company makes a contribution for Provident Fund towards defined contribution plans for eligible employees. In respect of certain employees, Provident Fund Contribution is made to Trust Funds administered by the Company towards defined benefit plans. The Company shall make good for deficiency, if any, in the interest rate declared by the trust vis-à-vis statutory rate.

During the year Company has contributed ₹ 745.59 Lakhs (Previous year ₹ 714.98 Lakhs) towards Provident Fund.

Based on the Guidance Note on measurement of Provident Fund liabilities from The Actuarial Society the actuary has provided the valuation of interest guaranteed on Provident Fund. Accordingly a short fall of interest of ₹ Nil as at 31st March, 2015 (Previous Year ₹ 13.31 Lakhs) has been provided for under the head Staff Welfare Expenses.

b. Employee State Insurance Scheme

The Company make contribution for Employee State Insurance (ESI) Scheme towards defined contribution plan. During the year Company has contributed ₹ 133.41 Lakhs (Previous year ₹ 122.23 Lakhs).

c. Gratuity

The Employee's Gratuity Fund Scheme, a defined benefit plan, is administered by Life Insurance Corporation of India (LIC) and SBI Life Insurance Company Ltd. (SBI Life). LIC or SBI Life make payments to vested employees or their nominees upon retirement, death, incapacitation or cessation of employment of an amount based on the respective employee's salary and tenure of employment subject to a maximum limit as prescribed. Vesting occurs upon completion of five years of service. The present value of obligation is determined based on the actuarial valuation using the Projected Unit Credit Method at each balance sheet date.



Notes to the Standalone Financial Statements (Contd.)

26.2 The following table sets forth the particular in respect of the Defined Benefit Plans of the Company for the year ended 31st March 2015. in Lakhs

Description		Gratuity (Funded)	
		2014-15	2013-14
A	Reconciliation of Opening and Closing Balances of the Present Value of the Defined Benefit Obligation		
	Present value of Obligation as on 1st April	2,475.30	2,295.79
	Current Service Cost	139.81	123.11
	Interest Cost	179.02	188.31
	Actuarial (Gain) / Losses	138.67	155.42
	Benefits Paid	(475.10)	(287.32)
	Present Value of Obligation as on 31st March	2,457.70	2,475.30
B	Reconciliation of the Opening and Closing Balances of the Fair Value of Plan Assets		
	Fair Value of Plan Assets as on 1st April	519.18	754.00
	Expected Return on Plan Assets	46.73	67.86
	Actuarial Gain / (Losses)	(20.08)	(15.93)
	Contribution	0.40	0.58
	Benefits Paid	(475.10)	(287.33)
	Fair Value of Plan Assets as on 31st March	71.13	519.18
C	Reconciliation of the Present Value of the Defined Benefit Obligation and Fair Value of Plan Assets		
	Present Value of Obligation as on 31st March	2,457.70	2,475.30
	Fair Value of Plan Assets as on 31st March	71.13	519.18
	(Assets) / Liabilities recognised in the Balance Sheet	2,386.57	1,956.12
D	Expenses recognised in the Statement of Profit and Loss		
	Current Service Cost	138.81	123.11
	Interest Cost	179.02	188.31
	Expected return on Plan Assets	(46.73)	(67.86)
	Actuarial (Gain) / Losses	158.75	171.35
Total Expense recognised	429.85	414.91	
E	Category of Plan Assets		
	Fund with LIC	26.22	340.97
	Fund with SBI Life	44.91	178.21
Total	71.13	519.18	
F	Actual return on Plan Assets	26.65	51.93
G	Principal Actuarial Assumptions		
	Discount Rate	8.00%	8.75%
	Salary Escalation	3.00%	3.00%
	Expected return on Assets	9.00%	9.00%
	Mortality Rates	I ALM 2006-08 ULTIMATE	I ALM 2006-08 ULTIMATE



Notes to the Standalone Financial Statements (Contd.)

26.3 Net Assets / (Liability) recognised in Balance Sheet (including experience adjustment impact)

₹ in Lakhs

Description	Gratuity (Funded)				
	2014-15	2013-14	2012-13	2011-12	2010-11
Present Value of Obligation at the end of the year	2,457.70	2,475.30	2,295.79	2,272.95	2,199.99
Fair Value of Plan Assets at the end of the year	71.13	519.18	754.00	1,069.22	1,253.11
(Assets) / Liabilities recognised in the Balance Sheet	2,386.57	1,956.12	1,541.79	1,203.73	946.88
Experience adjustment on Plan Liabilities	138.67	155.42	125.53	52.66	170.11
Experience adjustment on Plan Assets	(20.08)	(15.93)	(12.65)	(74.30)	-

Notes :-

- 1) The detail of experience adjustment arising on plan assets and liabilities as required by paragraph 120(n)(ii) of Accounting Standard-15 on 'Employee Benefits' is given to the extent of information provided in the Actuarial Valuation Report.
- 2) The estimate of future salary increases, considered in actuarial valuations takes account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.
- 3) The expected rate of return on plan assets is based on actuarial assumption.
- 4) The company expect to contribute a sum of ₹ 677 Lakhs during 2015-16 towards Gratuity Fund.
- 5) The above information is actuarially determined.

27 Finance Costs

₹ in Lakhs

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Interest Expenses (net of incentive income)	3,823.49	3,391.99
Other Borrowing Costs	243.56	205.79
Total	4,067.05	3,597.78



Notes to the Standalone Financial Statements (Contd.)

28 Other Expenses

in Lakhs

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Consumption of Stores and Spare Parts	3,472.74	3,266.87
Power and Fuel	6,438.28	6,513.69
Repairs to Buildings	269.79	290.36
Repairs to Machinery	1,150.03	1,130.77
Other Repairs	147.20	167.05
Jobs on Contract	6,474.02	8,711.06
Jobs Outsourcing	825.97	604.86
Machinery Hire Charges	417.53	683.62
Cess on Green Leaf and Made Tea	124.81	130.33
Excise Duty on Closing Stock of Finished Goods (Net)	15.51	5.01
Freight, Shipping, Delivery and Selling Expenses	1,767.55	1,975.02
Selling Agents' Commission	431.74	757.83
Brokerage and Discount on Sale	635.40	599.87
Auditors' Remuneration		
Statutory Auditor		
- Audit Fees	16.00	16.00
- Other Services	10.70	5.00
- Reimbursement of Expenses	0.51	0.06
Branch Auditors		
- Audit Fees	4.95	4.95
- Tax Audit Fees	1.50	2.05
- Other Services	1.45	1.25
- Reimbursement of Expenses	0.67	0.56
Rent	125.75	137.26
Rates and Taxes, excluding taxes on income	262.03	280.93
Insurance	257.86	219.07
Bad Debts and Advances Written off	170.47	167.92
Provision for Doubtful Debts and Advances	10.56	67.60
Directors Fees & Commission	8.26	10.52
Consultation and Advisory Charges	276.72	304.76
Loss on Sale of Fixed Assets (Net)	4.99	(55.90)
Traveling and Conveyance Expenses	958.09	868.31
Other Miscellaneous Expenses	1,377.02	1,362.32
Total	25,658.10	28,229.00

29 Current Tax

Agricultural Income Tax	110.00	190.00
Total	110.00	190.00



Notes to the Standalone Financial Statements (Contd.)

30. Contingent Liabilities and Commitments

₹ in Lakhs

Particulars		As at 31st March, 2015	As at 31st March, 2014
30.1	Contingent Liabilities		
	Claims against the Company not acknowledged as debts		
	i) ESI	-	17.87
	ii) Sales Tax	983.35	2537.77
	iii) Cess on Jute Bags/Jute Twine	7.32	7.32
	iv) Cess and Excise on Captive Consumption	11.33	11.33
	v) Excise Duty	70.30	70.30
	vi) Service Tax	425.90	442.58
	vii) Income Tax	106.02	137.00
	viii) Voltage Surcharge on Electricity consumed	159.32	159.32
	Note: In respect of above, future cash flows are determinable only on receipt of judgements pending at various forums/authorities which in the opinion of the Company is not tenable and there is no possibility of any reimbursement in case of above.		
30.2	Commitments		
	i) Estimated amount of contracts remaining to be executed on Capital Account and to provided for [Net of advance ₹ 147.00 Lakhs (Previous Year ₹ 120.77 Lakhs)]	337.07	225.92
	ii) Arrear Dividend on Redeemable Cumulative Preference Shares The Board has not declared any dividend on Redeemable Cumulative Preference Shares. Dividend in arrears on cumulative preference shares can be paid in a later year where there are profits to justify such payment.	16.00	-
	iii) The Company has given counter Guarantee to a bank for issue of Stand by letter of Credit against loan availed by the wholly owned subsidiary from a bank :		
	a) Amount of Guarantee Given USD 13.00 Million	8,125.65	-
	b) Amount outstanding as on 31st March USD 12.60 Million	7,876.70	-
	iv) Deposit with Bank Committed to Continue till the tenure of Stand by letter of Credit	1,611.74	-

31. Information in accordance with the requirements of the Accounting Standard-17 on 'Segment Reporting' :

(a) The Company has identified Six primary business segments viz :

- | | | |
|-------------------------|---|---|
| i) Textile | - | Manufacture and sale of yarn and fabric made out of Cotton and Man-Made Fibre viz., Acrylic, Polyester, Viscose Staple and Blends thereof. |
| ii) Engineering (MICCO) | - | Manufacture and sale of Steel Structural, Pipes and Equipments and Designing, Supplying, Erection and Commissioning of projects on turnkey basis. |
| iii) Tea | - | Manufacture and sale of tea |
| iv) Chemical (Waldies) | - | Manufacture and sale of lead oxide, white lead, lead salts and metallic stearates |
| v) Trading | - | Purchase and sale of paints and allied products |
| vi) Property | - | Letting out property on rent |

Segments have been identified and reported taking into account nature of products and services, the different risks and returns and the internal business reporting systems. The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with the following additional policies for segment reporting.

- Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".
- Segment assets and segment liabilities represent assets and liabilities in respective segments. Investments, tax related asset and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

Notes to the Standalone Financial Statements (Contd.)

Primary Segment Information (Business Segment):

₹ in Lakhs

Particulars	Textile	Engineering (MICCO)	Tea	Chemical (Waldies)	Trading	Property	Unallocable	Total
Gross Segment Revenue	39,311.21	20,917.83	18,982.86	6,442.37	1,233.77	711.99	-	87,600.03
External Turnover	(42,812.55)	(26,723.35)	(18,326.91)	(5,457.27)	(1,726.86)	(671.09)	(-)	(95,718.03)
Inter Segment Revenue	-	-	-	-	-	101.72	-	101.72
	(-)	(-)	(5.14)	(-)	(-)	(101.71)	(-)	(106.85)
Total Turnover	39,311.21	20,917.83	18,982.86	6,442.37	1,233.77	813.71	-	87,701.75
	(42,812.55)	(26,723.35)	(18,332.05)	(5,457.27)	(1,726.86)	(772.80)	-	(95,824.88)
Less : Excise Duty	-	106.42	-	712.65	-	-	-	819.07
	(-)	(429.39)	(-)	(608.82)	(-)	(-)	(-)	(1,038.21)
Segment Revenue (Net of Excise Duty)	39,311.21	20,811.41	18,982.86	5,729.72	1,233.77	813.71	-	86,882.68
	(42,812.55)	(26,293.96)	(18,332.05)	(4,848.45)	(1,726.86)	(772.80)	(-)	(94,786.67)
Less : Inter-Segment Elimination	-	-	-	-	-	101.72	-	101.72
	(-)	(-)	(5.14)	(-)	(-)	(101.71)	(-)	(106.85)
Revenue from Operations (Net)								86,780.96
								(94,679.82)
Segment Result	107.89	1,616.78	919.49	275.27	(2.47)	585.55		3,502.51
	(1,651.96)	(-252.96)	(2,109.83)	(179.68)	(30.60)	(495.71)		(4,214.82)
Less: Unallocable Expenditure net of Unallocable Income							150.76	150.76
							(194.12)	(194.12)
Finance Costs							4,067.05	4,067.05
							(3,597.78)	(3,597.78)
Profit / (Loss) before Tax								(715.30)
								(422.92)
Depreciation and Amortisation	938.81	460.16	583.86	3.39	4.13	3.30	73.50	2,067.15
	(2,029.19)	(367.55)	(393.50)	(20.50)	(3.89)	(4.15)	(40.71)	(2,859.49)
Non Cash Expenses other than Depreciation and Amortisation	-	169.83	-	0.64	5.16	5.41	-	181.04
	(-)	(218.67)	(-)	(-)	(1.85)	(15.00)	(-)	(235.52)
Capital Expenditure	1,351.15	31.99	961.80	13.69	0.37	0.33	61.69	2,421.02
	(1,682.98)	(468.63)	(801.71)	(3.84)	(5.02)	(0.37)	(8.71)	(2,971.26)
Segment Assets	29,872.72	27,362.11	13,019.07	1,353.56	568.63	82.73	6,208.40	78,467.22
	(30,971.09)	(26,012.28)	(12,236.23)	(1,560.63)	(832.02)	(103.03)	(5,162.49)	(76,877.77)
Segment Liabilities	6,482.11	8,568.89	3,580.46	407.63	213.22	487.92	37,373.51	57,113.74
	(5,166.02)	(10,167.60)	(2,912.26)	(621.91)	(290.95)	(444.59)	(35,368.98)	(54,972.31)

b) Secondary Segment Information (Geographical Segment):

The Company operates predominantly within geographical limits of India and therefore the Secondary Segment has been demarcated into 'Within India' and 'Outside India' operations as under:

₹ in Lakhs

	Within India	Outside India	Total
Segment Revenue	76,550.69	10,230.27	86,780.96
	(85,043.86)	(9,635.96)	(94,679.82)
Segment Assets	69,102.50	3,156.32	72,258.82
	(68,204.34)	(3,510.94)	(71,715.28)
Capital Expenditure	2,359.33	-	2,359.33
	(2,962.55)	(-)	(2,962.55)

Figures in brackets represent particulars for Previous Year



Notes to the Standalone Financial Statements (Contd.)

₹ in Lakhs

32. A Corporate Social Responsibility (CSR) committee has been formed by the company as per provisions of Section 135 of the Companies Act, 2013. The details of expenditure being incurred during the year on CSR activities are detailed below –
- Gross amount of ₹ 12.21 lakhs required to be spent by the company during the year.
 - Total revenue expenditure incurred during the year on Medical, Health & Education purposes as part of CSR activities amounting to ₹ 12.26 lakhs.
33. Revenue expenditure on Research and Development of ₹ 11.40 Lakhs (Previous Year ₹ 9.44 Lakhs) represents subscription to Tea Research Association.
34. a) During the year, the Company has set up a wholly owned subsidiary at Mauritius in the name of Gillanders Holdings (Mauritius) Limited (GHML) to explore various acquisition opportunities.
- b) The Company has acquired through GHML, 100% stake in Group Development Limited, Malawi along with its three subsidiaries engaged in the business of growing, production and sale of tea, macadamia nuts and other crops.
35. Related Party Disclosure
- 35.1 Information in accordance with requirements of the Accounting Standard-18 on 'Related Party Disclosures':-
- Subsidiary Companies:
 - Direct Subsidiary:
Gillanders Holdings (Mauritius) Limited, Mauritius (GHML)
 - Indirect Subsidiaries :
Group Development Limited, Malawi (Wholly Owned Subsidiary (WOS) of GHML (GDL)
Naming'omba Tea Estates Limited (WOS of GDL)
Mafisi Tea Estates Limited (WOS of GDL)
Group Holdings Limited (WOS of GDL)
 - Name of the Companies in which Directors/Key Management Personnel and their relatives have significant influence
 - M D Kothari and Company Limited (MDKCL)
 - Bhaktwatsal Investments Limited (BIL)
 - Bharat Fritz Werner Ltd. (BFW)
 - Kothari and Co Pvt. Limited (KCPL)
 - Kothari Investments & Industries Pvt. Limited (KI IPL)
 - Commercial House Pvt. Limited (CHPL)
 - Vishnuhari Investments and Properties Limited (VIPL)
 - Kothari Medical Centre (KMC)
 - Kothari Phytochemicals Industries Limited (KPIL)
 - Albert David Limited (ADL)
 - Key Management Personnel of the Company

Mr. D K Sharda (DKS) – Managing Director & Chief Executive Officer



Notes to the Standalone Financial Statements (Contd.)

35.2 Details of transactions entered into with the related parties

in Lakhs

Nature of Transaction	2014-15										2013-14										
	MDKCL	BFW	KCPL	KI IPL	KMC	VIPL	KPIL	CHPL	ADL	GHML	TOTAL	MDKCL	BIL	BFW	KCPL	KI IPL	KMC	VIPL	KPIL	CHPL	TOTAL
Rent Paid	-	-	2.40	9.00	-	-	-	-	-	-	11.40	-	-	-	2.40	9.00	-	-	-	-	11.40
Rent Received	-	2.30	0.44	-	0.44	-	0.75	-	-	-	3.93	-	-	2.11	-	-	0.40	-	0.69	-	3.20
Guarantee Commission Received	-	-	-	-	-	-	-	-	1.05	-	1.05	-	-	-	-	-	-	-	-	-	-
Guarantee Commission Paid	4.30	-	-	-	-	-	-	1.24	-	-	5.54	4.30	-	-	-	-	-	-	-	1.24	5.54
Purchase of Goods/Services	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Unsecured Loans Taken	45.00	-	140.00	-	-	40.00	-	300.00	-	-	650.00	1170.00	500.00	-	665.00	1710.00	-	1220.00	300.00	525.00	6090.00
Unsecured Loans Repaid	45.00	-	140.00	-	-	40.00	-	300.00	-	-	650.00	1200.00	515.00	-	690.00	1895.00	-	1380.00	300.00	540.00	6520.00
Interest on Loans Taken	2.55	-	7.02	-	-	2.28	-	1.66	-	-	20.93	9.29	5.51	-	5.88	19.24	-	4.45	2.71	5.62	52.70
Sale of Investment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sale of goods/services	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Donation Given	-	-	-	-	-	-	-	-	6.00	-	6.00	-	-	-	-	-	51.00	-	-	-	51.00
Equity Contribution	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Expenses made on behalf of Subsidiary	-	-	-	-	-	-	-	-	290.11	-	290.11	-	-	-	-	-	-	-	-	-	-
Reimbursement of Expenses by Subsidiary	-	-	-	-	-	-	-	-	(290.11)	-	(290.11)	-	-	-	-	-	-	-	-	-	-
Balance as on 31st March	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Guarantee Commission Receivable	-	-	-	-	-	-	-	-	1.05	-	1.05	-	-	-	-	-	-	-	0.31	-	0.31
Trade Payable	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Guarantee given	-	-	-	-	-	-	-	-	8125.65	-	8125.65	-	-	-	-	-	-	-	-	-	-
[Refer Note No. 30.2 (iii)]	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

33.3 Transactions with the Key Management Personnel of the Company

in Lakhs

Nature of Transaction	Key Management Personnel of the Company	
	2014-15	2013-2014
Remuneration Paid	DKS	DKS
	38.33	33.25



Notes to the Standalone Financial Statements (Contd.)

36. Imported and Indigenous Material consumed:

₹ in Lakhs

Particulars	2014-15	%	2013-14	%
Raw Materials				
- Imported	4,439.53	12.74	3,860.12	10.13
- Indigenous	30,418.30	87.26	34,255.23	89.87
	34,857.83	100.00	38,115.35	100.00
Stores & Spare Parts (including components)				
- Imported	63.71	1.83	33.24	1.02
- Indigenous	3,409.03	98.17	3,233.63	98.98
	3,472.74	100.00	3,266.87	100.00

37. The Company has charged depreciation based on the revised remaining useful life of the assets as per requirement of Schedule II of the Companies Act, 2013 or reassessed by the Company based on technical evaluation, effective from April 1, 2014. Due to above, depreciation charge for the year ended 31st March, 2015 is lower by ₹ 695.83 lakhs. Further, based on transitional provision provided in note 7(b) of Schedule II, an amount of ₹ 230.88 lakhs (net of deferred tax) has been adjusted with retained earnings.

38. CIF Value of Imports

₹ in Lakhs

Particulars	2014-15	2013-14
i) Raw Materials	3,922.55	3,370.11
ii) Capital Equipment	189.81	549.78
iii) Stores, Spare Parts and Components	57.17	34.18
iv) Lead Scrap / Bought Out goods	-	74.59
Total	4,169.53	4,028.66

39. Expenditure in Foreign Currency

₹ in Lakhs

Particulars	2014-15	2013-14
i) Commission on Sales/Orders	147.33	68.09
ii) Traveling Expenses	42.13	33.73
iii) Consultancy Charges	43.02	10.35
iv) Bank Charges & Commission	0.24	3.26
v) Quality Claim	7.79	4.83
Total	240.51	120.26

40. Earnings in Foreign Currency

₹ in Lakhs

Particulars	2014-15	2013-14
i) Export of Goods calculated on F.O.B. basis	9,692.34	9,374.78
ii) Claim Settling Commission	0.18	-
iii) Guarantee Commission	1.05	-
Total	9,693.57	9,374.78

Notes to the Standalone Financial Statements (Contd.)

₹ in Lakhs

41. Information in accordance with the requirements of the Accounting Standard 7 on 'Construction Contracts':-

	2014-15	2013-14
a) Contract revenue recognised for the year	20,917.83	26,723.35
b) Aggregate amount of contracts costs incurred and recognised Profits (Less recognised losses) up to the year end for all the Contracts-in-Progress.	118,558.57	97,479.59
c) The amount of customer advances outstanding for Contracts-in-Progress as at year end.	2,403.42	3,243.84
d) The amount of retention money due from customers for Contracts-in-Progress as at year end.	9,573.44	9,011.93
e) Gross amount due from customers for Contracts-in-Progress as at year end [included in work-in-progress ₹ 1,088.66 Lakhs (Previous year ₹ 2,161.62 Lakhs), Trade Receivables ₹ 7,153.36 Lakhs (Previous year ₹ 8,028.92 Lakhs)]	8,242.02	10,190.54
f) Gross amount due to customer for contract work in Progress as at year end	-	-

42. Operating Lease Commitments

- The Company has taken various Plant and Machinery for its Engineering (MICCO) Division under cancellable operating lease. Lease range for the period between 3 to 8 months. During the year the Company has charged related lease rental of ₹ 417.53 Lakhs (Previous Year ₹ 683.62 Lakhs) in the Statement of Profit and Loss under the head Machinery Hire Charges.
- The Company has given office premises under cancellable operating leases. These leasing arrangements range between 3 years and 15 years generally or longer and are usually renewable by mutual consent on mutually agreeable terms. Initial Direct costs for such leases are borne by the Company and charged off to revenue. Lease rentals are recognised as income for ₹ 524.10 Lakhs during the year (Previous Year ₹ 469.03 Lakhs). The gross value and accumulated depreciation of such asset as at 31st March, 2015 was ₹ 23.59 Lakhs (Previous Year ₹ 23.59 Lakhs) and ₹ 22.41 Lakhs (Previous Year ₹ 23.55 Lakhs) respectively.
- The Company has certain operating leases for premises (residential, offices and godowns) which are not non-cancellable range between 3 months to 5 years generally and are usually renewable by mutual consent on mutually agreeable terms. The aggregate lease rentals payable are charged in the Statement of Profit and Loss under the head Rent (Refer Note - 28).

43. Details of Dues to Micro, Small and Medium Enterprises as defined under The MSMED Act, 2006: The Company has no overdue amounts due to suppliers under the Micro, Small, & Medium Enterprises Development Act, 2006 (MSMED) as at 31.03.2015. The disclosure as required under the said act is as under :

₹ in Lakhs

Particulars	As at 31st March, 2015	As at 31st March, 2014
Principal Amount remaining unpaid to any Suppliers under MSMED Act	18.71	29.31
Interest due there on remaining unpaid to any Suppliers on above	NIL	NIL
Any Payment made to suppliers beyond appointed date (under Section 16 of the Act)	NIL	NIL
Interest due and payable to suppliers under MSMED Act	NIL	NIL
Interest Accrued & remaining unpaid	NIL	NIL
Interest remaining due & payable as per section 23 of the Act	NIL	NIL

The Company has compiled this information based on intimation received from the suppliers of their status as Micro or Small Enterprises and/or its registration with the appropriate authority under the Micro, Small and Medium Enterprises Development Act, 2006.



Notes to the Standalone Financial Statements (Contd.)

44. Basic and Diluted Earnings per Share

	2014-15	2013-14
(i) Profit/(Loss) after tax available for Ordinary Shareholders (₹ in Lakhs) *	(337.10)	539.20
(ii) Weighted average of Ordinary Shares of ₹ 10/- each outstanding during the year (Numbers)	2,13,42,346	2,13,42,346
(iii) Basic and Diluted Earnings per Share [(i) / (ii)] (in ₹)	(1.58)	2.53

* After deducting arrear dividend on Preference Shares of ₹ 16.00 Lakhs (proposed dividend for previous year ₹ 16.00 Lakhs*), the Board has not recommended any dividend on Redeemable Preference Share. for the year 2014-15 and Dividend Distribution Tax thereupon of ₹ Nil Lakhs (Previous year ₹ 2.72 Lakhs).

45. Derivative Instruments and Un-hedged Foreign Currency Exposure

- (a) The year-end net monetary foreign currency exposures that have not been hedged by a derivative instrument are given below: ₹ in Lakhs

Currency	As at 31st March, 2015 Net (Buy) / Sell*	As at 31st March, 2014 Net (Buy) / Sell
USD	39.01	490.33
EURO	(0.82)	(3.05)

- (b) Category wise outstanding Foreign Currency exposure entered for hedging by way of Forward Contract are as follows: ₹ in Lakhs

Currency	As at 31st March, 2015 Net (Buy) / Sell*	As at 31st March, 2014 Net (Buy) / Sell*
USD	627.06	1,234.94

- (c) Forward Contract against firm commitments ₹ in Lakhs

Currency	As at 31st March, 2015 Net (Buy) / Sell*	As at 31st March, 2014 Net (Buy) / Sell*
EURO	(271.73)	-

*Sell indicates Receivable and Buy indicates Payable.

46. Previous year's figures have been regrouped and / or reclassified, wherever considered necessary to correspond with the current year's classification and / or disclosure.

As per our report of even date.

For Singhi & Co.

Chartered Accountants

Firm Registration Number - 302049E

Anurag Singhi

Partner

Membership No. 066274

Kolkata, 29th May, 2015

D. K. Sharda

Managing Director & CEO

D. Karmakar

Company Secretary

For and on behalf of the Board

A. K. Kothari

Chairman

P. K. Jain

Chief Financial Officer



INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

TO THE MEMBERS OF

GILLANDERS ARBUTHNOT AND COMPANY LIMITED

Report On The Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of Gillanders Arbuthnot and Company Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2015, 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

2. The Holding 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 Group 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 Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments 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 Holding Company, as aforesaid.

Auditor's Responsibility

3. 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 thereunder. 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.

4. 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 judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding 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 Holding 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 Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

5. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 7 and 8 of the Other Matters given below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

6. 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 Group as at 31st March, 2015, and their consolidated loss and their consolidated cash flows for the year ended on that date.



Other Matters

7. We have not audited the financial statements/ information in respect of branches, a foreign subsidiary and a step down foreign subsidiary, whose financial statements taken together reflect total assets of ₹ 34,799.53 lakhs as at 31st March 2015, total revenue of ₹ 37,882.80 lakhs and net cash inflow amounting to ₹ 65.30 lakhs for the year ended on that date. These financial statements/ information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.
8. Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub section (11) of Section 143 of the Act, based on the comments in the auditor's reports of the Holding company incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable. None of the subsidiaries are incorporated in India.
10. As required by Section 143 (3) of the Act, we report, to the extent applicable, that :
- We have 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.
 - 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 and the reports of the other auditors.
 - 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.

- 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.
- On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company none of the directors of the Holding Company is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- 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:
 - The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - refer Note 31.1 to the consolidated financial statements.
 - The Group did not have any material foreseeable losses on long-term contracts including derivative contracts;
 - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

For SINGHI & Co.
Chartered Accountants
Firm Registration No. 302049E

Anurag Singhi
Partner

1B, Old Post Office Street,
Kolkata
Dated, the 29th May, 2015

Membership No. 066274



Annexure to the Independent Auditor's Report on Consolidated Financial Statements

(Referred to in paragraph 9 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Our reporting on the Order includes only Holding Company incorporated in India. Subsidiaries of the Holding Company are incorporated outside India.

We report that:

- i. In respect of its fixed assets of the Holding Company:
 - a) The Holding Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) The fixed assets of the Holding Company have been physically verified by the management and/or by a firm of Chartered Accountants on behalf of the management during the year and no material discrepancies have been noticed on such physical verification. In our opinion, the frequency of verification is reasonable.
- ii. In respect of its inventories of the Holding Company:
 - a) As explained to us, the inventories of the Holding Company (excluding inventories with third parties) has been physically verified during the year by the management or by a firm of Chartered Accountants on behalf of the management during the year. In respect of stock lying with third parties, those have substantially been confirmed by them. In our opinion the frequency of such verification is reasonable.
 - b) In our opinion, and according to information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Holding Company and the nature of its business.
 - c) On the basis of our examination of the inventories records, in our opinion, and according to information and explanations given to us, the Holding Company has maintained proper records of inventories. The discrepancies noticed on physical verification of inventories as compared to book records were not material.
- iii. According to the information and explanations given to us, the Holding Company has not granted any loan secured/unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act. Consequently, the provisions of clauses iii (a) and iii (b) of the Order are not applicable to the Holding Company.
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Holding Company and the nature of its business with regard to the purchase of inventories, fixed assets and for the sale of the goods and services. Further, on the basis of our examination of the books and records of the Holding Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. In our opinion and according to the information and explanations given to us, the Holding Company has complied with the directives issued by Reserve Bank of India, and the provisions of Section 73 to 76 or any other relevant provisions of the Act and the Rules framed there under with respect to deposits (from public). According to the information and explanations given to us no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal on the Holding Company in respect of the aforesaid deposits.
- vi. We have broadly reviewed the cost records maintained by the Holding Company relating to its products (Chemical and Engineering) pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 148(1) of the Act, and are of the opinion that prima facie the prescribed Cost Records have been made and maintained. We have, however, not made a detailed examination of the cost record with a view to determine whether they are accurate or complete.
- vii. According to the information and explanations given to us and the records of the Holding Company examined by us:
 - a) The Holding Company is generally regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, sales tax, income tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues, as applicable, with the appropriate authorities.

There were no undisputed amounts payable in respect of provident fund, employees' state insurance, sales tax, income tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues in arrears as at 31st March 2015 for a period of more than six months from the date they became payable.
 - b) The particulars of dues of sales tax, income tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess as applicable as at 31st March 2015 with respect to Holding Company which have not been deposited on account of a dispute are as follows –



Name of the Statute	Nature of Dues	Amount Involved (₹ in Lakhs)	Period to which the amount relates	Forum where Dispute is Pending
The Central Sales Tax Act, 1956	Sales Tax	50.21	2003-04 & 2004-05	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
		502.87	2005-06 to 2011-12	Sr. Joint Commissioner of Sales Tax, Kolkata
The West Bengal Sales Tax Act, 1994	Sales Tax	30.25	1996-97 & 1998-99	Deputy Commissioner of Commercial Taxes, Kolkata
		9.78	2003-04 & 2004-05	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
		0.82	2001-02	Settlement of Dispute Board
The West Bengal Value Added Tax Act, 2005	Sales Tax	185.38	2005-06, 2007-08 2009-10	Sr. Joint Commissioner Sales Tax, Kolkata
		178.55	2006-07	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
Bengal Finance (Sales Tax) Act, 1941	Sales Tax	15.66	1985-86	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
Orissa Sales Tax Act, 1947	Sales Tax	0.53	1998-99	Additional Commissioner of Sales Tax, Cuttack
Central Sales Tax (Orissa) Rules, 1957	Sales Tax	9.30	1998-99 & 1999-2000	Additional Commissioner of Sales Tax, Cuttack
The Central Excise Act, 1944	Excise Duty	34.32 63.33	1987-88	Office of the Commissioner - Central Excise Office of the Additional / Deputy Commissioner of Central Excise
Finance Act, 1994	Service Tax	339.22 (Paid under Protest) ₹ 78.66 lakhs)	2003-04 to 2011-12	CESTAT, Kolkata
		17.75 (Paid under Protest) ₹ 17.75 lakhs)	2006-07 & 2007-08	CCE (Appeals) Bhubaneswar -II
		68.93 (Paid under Protest) ₹ 5 lakhs)	2005-06 to 2010-11	Commissioner of Central excise (Appeals)
Income Tax Act, 1961	Income Tax	5.86	1987-88	Hon'ble High Court at Calcutta

c) According to the information and explanations given to us, the amounts which were required to be transferred to the invest or education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.

viii. The Holding Company does not have accumulated losses as at 31st March 2015 and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.

ix. According to the records of the Holding Company examined by us and the information and explanations given to us, the Holding Company has not defaulted in repayment of dues to any financial institution or banks. The Holding Company had neither any outstanding debenture at the beginning of the year nor has it issued any debenture during the year.

x. In our opinion and according to the information and explanations given to us, the Holding Company has given counter guarantee for issue of Stand By Letter of Credit (SBLC) for loans availed by the Wholly Owned

Subsidiary from a bank and the terms and conditions whereof are prima facie not prejudicial to the interest of the Company.

xi. In our opinion, and according to the information and explanations given to us, on an overall basis, the term loans have been applied by the Holding Company for the purposes for which they were obtained.

xii. During the course of our examination of the books and records of the Holding Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instances of fraud on or by the Holding Company, noticed or reported during the year, nor have we been informed of such case by the management.

For SINGHI & Co.
Chartered Accountants
Firm Registration No. 302049E
Anurag Singhi
Partner
Membership No. 066274

1B, Old Post Office Street,
Kolkata
Dated, the 29th May, 2015



CONSOLIDATED BALANCE SHEET as at 31st March, 2015

Particulars	Note No.	in Lakhs	
		As at	31st March, 2015
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2		2,334.23
Reserves and Surplus	3		26,618.68
Non-Current Liabilities			
Long Term Borrowings	4		15,993.69
Deferred Tax Liabilities (Net)	5		3,395.75
Other Long Term Liabilities	6		2,743.53
Current Liabilities			
Short Term Borrowings	7		25,816.96
Trade Payables	8		10,959.77
Other Current Liabilities	9		7,966.98
Short Term Provisions	10		2,694.28
		TOTAL	98,523.87
ASSETS			
Non-Current Assets			
Fixed Assets			
(i) Tangible Assets	11		35,397.17
(ii) Intangible Assets			35.73
(iii) Capital Work-in-Progress			1,123.27
			36,556.17
Goodwill on Consolidation	12		6,634.47
Non-Current Investments	13		2,708.25
Long Term Loans and Advances	14		7,942.51
Other Non-Current Assets	15		1,629.68
Current Assets			
Current Investments	16		99.07
Inventories	17		16,055.99
Trade Receivables	18		13,251.90
Cash and Bank Balances	19		472.13
Short Term Loans and Advances	20		8,087.82
Other Current Assets	21		5,085.88
		TOTAL	98,523.87
Significant Accounting Policies	1		

The accompanying notes are an integral part of the consolidated financial statements.
As per our report of even date.

For and on behalf of the Board

For Singhi & Co.
Chartered Accountants
Firm Registration Number - 302049E
Anurag Singhi
Partner
Membership No. 066274
Kolkata, 29th May, 2015

D. K. Sharda
Managing Director & CEO

A. K. Kothari
Chairman

D. Karmakar
Company Secretary

P. K. Jain
Chief Financial Officer



CONSOLIDATED STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2015
 in Lakhs

Particulars	Note No.	For the year ended 31st March, 2015
Income		
Revenue from Operations (Gross)	22	88,346.93
Less : Excise Duty		819.07
Revenue from Operations (Net)		87,527.86
Other Income	23	783.99
Total Revenue		88,311.85
Expenses		
Cost of Materials Consumed	24	34,858.33
Purchases of Stock-in-Trade	25	9,384.06
Changes in Inventories of Finished goods, Stock-in-Process and Stock-in-Trade	26	(116.32)
Employee Benefits Expense	27	12,608.43
Finance Costs	28	4,207.80
Depreciation and Amortisation Expense	11	2,105.42
Other Expenses	29	26,486.80
Total Expenses		89,534.52
Profit / (Loss) Before Tax		(1,222.67)
Tax Expense:		
- Current Tax	30	145.20
- Deferred Tax		(480.20)
Profit / (Loss) for the year		(887.67)
Earnings per Ordinary Share (Face Value of ₹ 10 per share)		
- Basic & Diluted (in ₹)	44	(4.23)

Significant Accounting Policies 1

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date.

For and on behalf of the Board

For Singhi & Co.
 Chartered Accountants
 Firm Registration Number - 302049E
 Anurag Singhi
 Partner
 Membership No. 066274
 Kolkata, 29th May, 2015

D. K. Sharda
 Managing Director & CEO

A. K. Kothari
 Chairman

D. Karmakar
 Company Secretary

P. K. Jain
 Chief Financial Officer



CONSOLIDATED CASH FLOW STATEMENT for the year ended 31st March, 2015

` in Lakhs

		For the year ended 31st March, 2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) before tax		(1,222.67)
Adjustments for :		
Depreciation and Amortisation Expense	2,105.42	
Finance Cost (Net of incentive income)	4,207.80	
Profit on Sale of Investments (Net)	(16.41)	
Profit on Sale of Fixed Assets (Net)	4.99	
Bad Debts and Advances written off	170.47	
Provision for Doubtful Trade Receivable and advances (Net of write back)	(36.93)	
Provision for diminution in value of investment written back	(0.76)	
Interest Income	(272.40)	
Dividend Income	(24.17)	
Liability no longer required written back	(76.59)	6,061.42
Operating profit before Working Capital Changes		4,838.75
Adjustments for :		
Trade and Other Receivables	(3,475.78)	
Inventories	1,574.08	
Trade and Other Payables	670.47	(1,231.23)
Cash Generated from Operations		3,607.52
Direct Taxes (Paid) / Refund (Net)		122.91
Interest received on Income Tax Refund		105.65
Net Cash from Operating Activities		3,836.08
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets including Capital Work in Progress	(2,632.77)	
Proceeds from Sale of Fixed Assets	38.72	
Capital Subsidy Received	17.51	
Acquisition of a subsidiary company	(2,313.92)	
Proceeds from Sale of Current Investments	406.78	
Proceeds from Sale of Long Term Investments	27.00	
Interest Received	81.23	
Dividend Received	24.17	
Net Cash used in Investing Activities		(4,351.28)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Short Term Borrowings (Net)	1,825.32	
Proceeds from Long Term Borrowings	12,012.27	
Repayment of Long Term Borrowings	(2,504.58)	
Proceeds from Fixed Deposits (from Public)	2,248.38	
Repayment of Fixed Deposits (from Public)	(2,424.54)	
Dividend Paid	(184.81)	
Tax on Dividend	(29.92)	
Guarantee Settlement (Refer Note - 4 below)	(4,929.19)	
Finance Charges Paid	(4,221.02)	
Net Cash from / (used) in Financing Activities		1,791.91
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A + B + C)		1,276.71



CONSOLIDATED CASH FLOW STATEMENT (Contd.)

₹ in Lakhs

Cash and Cash Equivalents added on consolidation*
 Cash and Cash Equivalents on Closing date
 (Refer Note 2 below)

For the Year Ended 31st March, 2015	
	825.10
	2,101.81
	1,276.71

* Represents addition on account of first time consolidation

Notes :

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard 3 on 'Cash Flow Statements'.
2. Cash and Cash Equivalents includes ₹ 1,789.93 lakhs available for restricted use (Refer Note-19). The restrictions are mainly on account of cash and bank balances held as margin money deposit against bank guarantees, under lien and unclaimed dividends.
3. The deposits maintained by the bank comprises of time deposits, which can be withdrawn by the company at any point of time without prior notice or penalty on the principal.
4. The guarantee liability of a subsidiary, Group Developments Limited has been settled upon crystallisation of floating charge.
5. This being the first year of consolidation and these are the first consolidated financial statements of the Group, no comparative figures are furnished.

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For Singhi & Co.
 Chartered Accountants
 Firm Registration Number - 302049E
 Anurag Singhi
 Partner
 Membership No. 066274
 Kolkata, 29th May, 2015

D. K. Sharda
 Managing Director & CEO

D. Karmakar
 Company Secretary

For and on behalf of the Board

A. K. Kothari
 Chairman

P. K. Jain
 Chief Financial Officer



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31st March, 2015

1. Significant Accounting Policies

1.1 Principles of Consolidation

The Consolidated Financial Statements (CFS) relate to Gillanders Arbuthnot and Company Limited (the Company), its subsidiaries and its step-down subsidiaries (the Group). The CFS has been prepared in accordance with Accounting Standard-21 on "Consolidated Financial Statements" (AS-21) and is prepared on the following basis:

- (a) The financial statements of the Group are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra group balances and intra group transactions including unrealized profits / losses in period end assets, such as inventories, fixed assets etc. The difference between the Company's cost of investments in the Subsidiaries, over portion of equity at the time of acquisition of shares is recognized in the CFS as Goodwill or Capital Reserve, as the case may be.
- (b) In case of foreign subsidiaries, being non-integral foreign operations, revenue items are translated at the average rates prevailing during the period. Assets, liabilities and equity are translated at the closing rate. Any exchange difference arising on translation is recognized in the "Foreign Currency Translation Reserve". The financial statements of the subsidiaries used in consolidation are drawn upto the same reporting date as that of the company.
- (c) Minority Interest's share of net profit of subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- (d) Minority Interest's share of net assets of subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.
- (e) The CFS is prepared by using uniform accounting policies for like transactions and other events in similar circumstances and necessary adjustments required for deviations, if any and to the extent possible, are made in the CFS and are presented in the same manner as the company's standalone financial statements except otherwise stated.

1.2 Basis of Accounting

These consolidated financial statements of the Group have been prepared to comply in all material aspects with all the applicable accounting principles in India (Indian GAAP), the applicable accounting standards as prescribed under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013, to the extent notified. The consolidated financial statements have been prepared under the historical cost convention on an accrual basis.

1.3 Use of Estimates

The preparation of consolidated financial statements in conformity with Indian GAAP requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.

1.4 Tangible Fixed Assets

Tangible fixed assets are stated at cost less accumulated depreciation and cumulative impairment losses, if any. Cost includes duties, taxes, incidental expenses, erection/commissioning expenses and borrowing cost attributable to qualifying assets up to the date, the asset is put to use. The cost of extension planting on cultivable land including cost of development is capitalised.

1.5 Intangible Assets

Intangible assets are stated at cost less accumulated amortisation and cumulative impairment losses, if any. Costs incurred on intangible assets, resulting in future economic benefits are capitalised as intangible assets.

1.6 Depreciation & Amortisation

- a) Depreciation on tangible fixed assets is provided under Straight Line Method at rates determined based on useful lives of the respective assets and the residual values in accordance with Schedule II of the Companies Act, 2013 or re-assessed by the Company based on technical evaluation except in respect of the following where written down value method is followed:
 - i) In respect of assets under Company's Engineering (MICCO) Division.



Notes to the Consolidated Financial Statements (contd.)

- ii) In respect of Tea Division, assets acquired from Kothari Plantations and Industries Limited amalgamated with the Company.
- b) In respect of spares for specific machinery cost of such spare is amortised over the useful lives of the related machinery as estimated by the management.
- c) Leasehold land is amortised over the lease period.
- d) Computer software is amortised over a period of five years.

1.7 Impairment of Assets

The carrying amounts of fixed assets are reviewed at each balance sheet date to determine, if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of the fixed assets of a cash generating unit exceeds its recoverable amount. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of the recoverable amount.

1.8 Investments

Long Term Investments are stated at cost with an appropriate provision for diminution in value, other than temporary in nature, in the valuation of long term investments. Current Investments are stated at lower of cost and fair value. Gains/Losses on disposal of investments are recognised as income/expenditure.

1.9 Foreign Currency Transactions

Transactions in foreign currencies are recognised at the rate existing at the time of such transactions. Gain or Loss resulting from the settlement of such transactions is recognised in the Statement of Profit and Loss. At the Balance Sheet date, monetary items denominated in foreign currency are translated at year-end rates or the forward cover rates as applicable. The resultant translation differences, if any, are recognised in the Statement of Profit and Loss.

1.10 Derivative Instruments

The Group uses forward exchange contracts to hedge its risks associated with foreign currency fluctuations relating to the underlying transactions, highly probable forecast transactions and firm commitments. In respect of forwards exchange contracts with underlying transactions, the premium or discount arising at the inception of such contract is amortized as expense or income over the life of contract. Other forwards exchange contracts outstanding at the Balance Sheet date are marked to market and in case of loss the same is provided for in the financial statement. Any profit or losses arising on cancellation of forward exchange contracts are recognised as income or expense for the period.

1.11 Inventories

Inventories are valued as under: -

- a) Stores and Spare Parts - At cost (on weighted average basis) or net realisable value whichever is lower.
- b) Raw Materials - At cost (on weighted average basis) or net realisable value whichever is lower.
- c) Stock in Process - Is valued with material at lower of weighted average cost and market rate and estimated conversion cost.
- d) Finished Goods/Stock in Trade /Contract in Progress - For long term contracts, contract in progress is valued at realisable value/contractual rate and provision for losses, as may be estimated for completion thereof.
- Others - At cost or net realisable value whichever is lower.
- e) Waste / Scrap - Waste and Scrap are valued at estimated realisable value.

1.12 Employee Benefits

- a) Short Term Employee Benefits (i.e. benefits payable within one year) are recognized in the period in which employee services are rendered.
- b) Post-employment and other long term employee benefits are recognized as an expense in the Statement of Profit and Loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amounts payable determined using actuarial valuation techniques.
- c) Actuarial gains/losses arising under Defined Benefit Plans are recognized immediately in the Statement of Profit and Loss as income/expense for the year in which they occur.
- d) In case of Group Development Limited (along with its subsidiaries) there is a policy of severance pay as part of long term employee benefits. The Group's net obligation in respect of long-term employee benefit is the amount of future benefit that employees have earned in return for their service in the current and prior period.



Notes to the Consolidated Financial Statements (contd.)

1.13 Provisions, Contingent Liabilities and Contingent Assets

- i) Provisions are recognised for liabilities that can be measured only by using a substantial degree of estimation, if
 - a) the Company has a present obligation as a result of a past event;
 - b) a probable outflow of resources is expected to settle the obligation; and
 - c) the amount of the obligation can be reasonably estimated.
- ii) Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received. Contingent liability is disclosed in case of
 - a) present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
 - b) present obligation when no reliable estimate is possible; and
 - c) a possible obligation arising from past events where the probability of outflow of resources is not remote.
- iii) Contingent Assets are neither recognised, nor disclosed.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

1.14 Recognition of Income and Expenditure

Items of income and expenditure are recognised on accrual and prudent basis. Contract Revenue is recognised by reference to the stage of completion of the contract activity at the reporting date of the consolidated financial statements on the basis of percentage of completion method. Percentage of completion is the proportion of cost of work performed to-date, to the total estimated contract costs. Expected loss, if any, on the construction/project related activity is recognized as an expense in the period in which it is foreseen, irrespective of the stage of completion of the contract. While determining the amount of foreseeable loss, all elements of costs and related incidental income not included in contract revenue is taken into consideration. Dividend income is recognised when right to receive is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable.

1.15 Taxes on Income

Income tax expense comprises current tax and deferred tax charge. Current income tax expense comprises taxes on income from operations in India and in Foreign Jurisdiction. Income tax payable in India is determined in accordance with the applicable provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws in countries where such operations are domiciled. Deferred tax is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognised only if there is reasonable / virtual certainty that sufficient future taxable income will be available against which such deferred tax assets will be realised. Such assets are reviewed as at each Balance Sheet date to reassess the realizability thereof. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantively enacted by the Balance Sheet date. Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction for relevant tax paying units and where the Group is able to and intends to settle the asset and liability on a net basis. The Group offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

1.16 Leases

For assets acquired under Operating Lease, rentals payable are charged to Statement of Profit and Loss. Assets acquired under Finance Lease are capitalised at lower of the Fair Value and Present Value of Minimum Lease Payments. Lease income from operating leases is recognised in the Statement of Profit and Loss over the period of Lease.

1.17 Government Grants

Government Grants related to specific Tangible fixed assets are deducted from gross values of related assets in arriving at their book value. Government Grants related to revenue are recognised in Statement of Profit and Loss.

1.18 Borrowing Costs

Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.



Notes to the Consolidated Financial Statements (contd.)

2. Share Capital

₹ in Lakhs

2.1 Particulars	As at 31st March, 2015
Authorised	
4,20,00,000 (Previous Year - 4,20,00,000) Ordinary Shares of ₹ 10 each	4,200.00
2,00,00,000 (Previous Year - 2,00,00,000) Preference Shares of ₹ 100 each	200.00
Issued	
2,13,42,346 (Previous Year - 2,13,42,346) Ordinary Shares of ₹ 10 each	2,134.23
2,00,00,000 (Previous Year - 2,00,00,000) Preference Shares of ₹ 100 each	200.00
Subscribed and Fully Paid up	
2,13,42,346 (Previous Year - 2,13,42,346) Ordinary Shares of ₹ 10 each	2,134.23
2,00,00,000 (Previous Year - 2,00,00,000) Preference Shares of ₹ 100 each	200.00
	2,334.23

2.2 Reconciliation numbers of Shares Outstanding:

Particulars	2014-15	
	Ordinary Shares	Preference Shares
Shares outstanding at the beginning of the year	2,13,42,346	2,00,000
Shares outstanding at the end of the year	2,13,42,346	2,00,000

2.3 Rights, Preferences and Restrictions attached to shares

i) Ordinary Shares

- The Company has only one class of Ordinary shares having a face value of ₹ 10 per share and each holder of Ordinary shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors (except interim dividend) is subject to the approval of the shareholders in the ensuing Annual General Meeting.
- In case of liquidation the Ordinary Shareholders are eligible to receive remaining assets of the company, after distribution of all the preferential amounts, in the proportion of their Shareholding.

(ii) Preference Shares

- The Company has one class of 8 % Redeemable Cumulative Preference Shares having a par value of ₹ 100 per share and the holder of Preference shares has a preferential right over the Ordinary shareholders with respect to payment of dividend and repayment of Share Capital in case of liquidation. The preference shareholder do not have voting powers except in a meeting of preference shareholder.
- The 8% Redeemable Cumulative Preference Shares are redeemable at par in 15 (fifteen) years from the date of allotment i.e. 31st March, 2005 with the option to the Company to redeem the same at any time after the expiry of 60 (sixty) months from the said date of allotment at the discretion of the Board of Directors of the Company.

Notes to the Consolidated Financial Statements (contd.)

2.4 Shares of the Company held by each shareholder holding more than 5% shares

Name of Shareholders	As at 31st March, 2015	
	Number of Shares held	% of Shares held
Ordinary Shareholders		
Kothari Phytochemicals & Industries Ltd.	55,01,078	25.78
Kothari Investment & Industries Pvt. Ltd.	22,53,748	10.56
Vishnuhari Investments & Properties Ltd.	17,07,291	8.00
M.D. Kothari & Company Ltd.	15,21,868	7.13
Kothari & Co. Pvt. Ltd.	14,26,199	6.68
Commercial House Pvt. Ltd.	13,68,212	6.41
Life Insurance Corporation of India	11,87,278	5.56
Preference Shareholder		
Kothari & Co. Pvt. Ltd.	2,00,000	100.00

2.5 Details of aggregate number of Fully paid up Ordinary shares issued pursuant to a Contract / Bonus during the period of five years immediately preceeding 31st March

Particulars	As at 31st March, 2015
	No. of Ordinary Shares
Fully paid up Ordinary Shares of ₹ 10/- each by way of bonus shares by capitalisation of General Reserve	71,14,115



Notes to the Consolidated Financial Statements (Contd.)

3 Reserves & Surplus

in Lakhs

Particulars	As at 31st March, 2015	
Capital Reserve		
At the beginning and at the end of the year #		3,394.88
Biological Assets Revaluation Reserve		
At the beginning of the year	-	
Addition on acquisition of subsidiary	6,891.60	6,891.60
Property Revaluation Reserve		
At the beginning of the year	-	
Addition on acquisition of subsidiary	959.50	959.50
Amalgamation Reserve		
At the beginning and at the end of the year #		61.93
Foreign Currency Translation Reserve		
At the beginning of the year	-	
Addition on acquisition of subsidiary	314.90	314.90
Export Profit Reserve		
At the beginning and at the end of the year #		0.85
Preference Shares Redemption Reserve		
At the beginning and at the end of the year #		262.47
General Reserve		
At the beginning of the year #	9,860.07	
Add : Transferred from Surplus in Statement of Profit and Loss"	-	9,860.07
Surplus in Statement of Profit and Loss		
At the beginning of the year #	5,991.03	
Add: Depreciation adjustment as per revised calculations (net of deferred tax) [Refer Note-40]	(230.88)	
Profit / (Loss) for the year	(887.67)	
		4,872.48
Total		26,618.68

Opening balances represents, addition on account of first time consolodation.

4 Long Term Borrowings

Particulars	As at 31st March, 2015	As at 31st March, 2015
	Non Current Portion	Current Maturities
Secured		
Term Loans in Indian Rupees		
From Banks		
IDBI Bank Ltd	267.00	368.00
State Bank of Patiala	340.00	360.00
State Bank of India	5,428.73	2,095.78
IndusInd Bank Ltd (for Equipments)	44.11	123.22
HDFC Bank Ltd (for Vehicles)	25.58	26.26
Karur Vysya Bank Ltd.	900.00	100.00
Axis Bank Ltd.,	7,876.70	-
First Merchant Bank Limited	53.13	-
From Others -		
Tea Board of India	122.90	49.16
	15,058.15	3,122.42
Unsecured		
Fixed Deposits (from Public)	935.54	449.30
	935.54	449.30
Total	15,993.69	3,571.72

Notes to the Financial Statements (Contd.)

4.1 - Terms of Repayment of Term Loans & Other Loans

` in Lakhs

Particulars	Nature of Loan	Amount	Period of Maturity	No. of Instalment due	Instalment Value	Repayment Terms	Rate of Interest p.a.
From Banks:-							
IDBI Bank Ltd	Technology Upgradation Fund Scheme (TUF) - II	635.00	Dec -16	7	92.00/Quarter 83.00/Quarter	Apr'15 - Sep'16 Dec'16	Base rate + 2.35%
State Bank of Patiala	TUF - II	700.00	Mar -17	8	90.00/Quarter 70.00/Quarter	Apr'15 - Dec'16 Mar'17	Base rate + 1.75%
State Bank of India	TUF - II	1,330.71	Mar -17	8	175.00/Quarter 182.67/Quarter 82.70/Quarter	Apr'15 - Mar'16 Apr'16 - Dec'16 Mar'17	Base rate + 2.00%
	TUF - III	701.00	Mar -19	16	49.00/Quarter 43.00/Quarter 37.00/Quarter 20.00/Quarter	Apr'15 - Sep'17 Dec'17	Base rate + 2.00%
	TUF - IV *	2,254.45	Jun-18	13	196.00/Quarter 195.00/Quarter 152.49/Quarter 143.00/Quarter 54.96/Quarter	Sep, Dec, Mar Quarter of 2015-16 to 2016-17 Jun Quarter of 2015-16 to 2017-18 Sep'17 Dec'17-Mar'18 Jun'18	Base rate + 2.00%
State Bank Bank Ltd	Term Loan (III)	137.00	Mar-19	15	10.00/Quarter 11.00/Quarter	Jun, Sep, Dec Quarter of 2015-16 to 2017-18 Mar Quarter of 2015-16 to 2017-18 & Jun'18	Base rate + 2.00%
	Term Loan (IV) *	491.35	Sep-17	10	1.00/Quarter 2.00/Quarter 50.00/Quarter 41.35/Quarter	Sep'18 Mar'19 Apr'15 - June'17 Sep'17	Base rate + 2.00%
State Bank of India	Corporate Loan *	2,000.00	Apr'-19	27	20.00/Quarter 25.00/Quarter 50.00/Quarter 75.00/Quarter 100.00/Quarter 125.00/Quarter 175.00/Quarter 70.00/Quarter	Apr'15 - Mar'16 Apr'16 - Mar'17 Apr'17 - Mar'18 Apr'18 - Mar'18 Apr'19 - Mar'20 Apr'20 - Mar'21 Apr'21 - Sep'21 Dec'21	Base rate + 1.00%
State Bank Bank Ltd	Lease Rental Discounting Loan(LRD)	610.00	Mar-20	60	Equated monthly Instalment (EMI)	Apr'15 - Mar'20	Base rate + 1.50%
The Karur Vysya Bank Limited	Corporate Loan *	1,000.00	Dec-21	18	20.00/Quarter 20.00/Quarter 25.00/Quarter 75.00/Quarter 112.50/Quarter 50.00/Quarter	Apr'15 June'15 - Mar'15 Apr'16 - Mar'17 Apr'17 - Mar'18 Apr'18 - Mar'19 Apr'19	Base rate + 1.00%
IndusInd Bank Ltd	Equipment Loan	11.65	Jul -16	16	EMI	Apr'15- July'16	10.51%
		11.65	Jul -16	16	EMI	Apr'15- July'16	
		11.65	Jul -16	16	EMI	Apr'15- July'16	
		10.52	Jul -16	16	EMI	Apr'15- July'16	
		10.52	Jul -16	16	EMI	Apr'15- July'16	
		10.52	Jul -16	16	EMI	Apr'15- July'16	
		10.52	Jul -16	16	EMI	Apr'15- July'16	
		10.52	Jul -16	16	EMI	Apr'15- July'16	
		10.51	Jul -16	16	EMI	Apr'15- July'16	
		69.26	Jul -16	16	EMI	Apr'15- July'16	
HDFC Bank Ltd	Vehicle Loan	1.81	Aug -15	5	EMI	Apr'15 - Aug'15	10.75%
		1.11	Sep -15	6	EMI	Apr'15 - Sep'15	11.25%
		3.07	May-16	14	EMI	Apr'15 - May'16	9.62%
		7.03	Apr-17	24	EMI	Apr'15 - Apr'17	10.50%
		35.11	Apr-17	25	EMI	Apr'15 - Apr'17	10.00%
		3.71	May-17	26	EMI	Apr'15 - May'17	10.75%
Axis Bank Ltd. Singapore	Term Loan	7,876.70	sep-22	6	1181.51/Year 1181.51/Year 1181.51/Year 1181.51/Year 1969.15/Year	Sep'17 Sep'18 Sep'19 Sep'20 Sep'21 Sep'22	3 month LIBOR + 2.90%
First Merchant Bank Limited, Malawi	Term Loan	53.13	Mar-22	60	0.89/Month	Mar'17-Mar'22	7.75%
From Others:-							
Tea Board of India	Special Purpose Tea Fund Scheme	172.06	Jan -22	14	12.29/Half Yearly #	Apr'15 - Jan'22	10.24%

* Term Loan yet to be fully disbursed, # The principal instalment and interest amount is payable under 2X mechanism and subsequently 1X amount is refundable.



Notes to the Consolidated Financial Statements (Contd.)

4.2 Security Clauses

- The Term Loan of the company from IDBI Bank Ltd (IDBI), State Bank of Patiala (SBP) and State Bank of India (SBI), Corporate Loan from State Bank of India (SBI) and Letter of Credit facility from SBI for purchase of capital goods are secured by first charge by way of Equitable Mortgage by deposit of title deeds of the Company's immovable properties situated at (a) Akbarpur, Punjab, (b) Champdani, West Bengal, (c) Gillander House, West Bengal, (d) Sodepur, West Bengal and (e) Konnagar, West Bengal and also secured by way of 1st charge on entire Fixed Assets, both present and future of the Company except those pertaining to the Tea Division but subject to prior charge(s) created on current assets (except Tea Division) in favour of Company's bankers for securing working capital facilities availed from time to time in the ordinary course of business. The mortgage and charge shall rank pari passu with the mortgage and charges created in favour of IDBI, SBP, SBI and KVB. The term loans and letter of credit for Capital Goods are also secured by guarantee of a Director.
- Lease Rental Discounting (LRD) Term Loan from SBI is secured by assignment/ hypothecation of current and future lease proceeds, rental receivables and other fees from certain chargeable area of Gillander House, West Bengal and are also secured by 1st charge on entire Fixed Assets, both present and future of the Company except those pertaining to the Tea Division but subject to prior charge(s) created on current assets (except Tea Division) in favour of Company's bankers. The mortgage and charge shall rank pari passu with the mortgage and charges created in favour of IDBI, SBP, SBI and KVB. The term loan is also secured by guarantee of a Director.
- Corporate Loan from The Karur Vysya Bank Limited (KVB) is secured/to be secured by way of 1st charge on all fixed assets, both present and future of the company except those pertaining to the Tea Division on pari-passu basis with existing term lenders.
- The Term Loan of the company from IndusInd Bank Ltd., are secured by hypothecation of the related Equipments purchased and guaranteed by a Director.
- The Term of the company Loan from HDFC Bank Ltd., are secured by hypothecation of the related vehicles purchased.
- The Term Loan of Gillanders Holdings (Mauritius) Limited, Maritius from Axis Bank Ltd., Singapore, are secured by Axis Bank Limited, India which has offered a stand by letter of credit of \$ 13 Million to Axis Bank Limited, Singapore, by creating a pari-passu charge on tea estates in India, of the Holding Company.
- The Term Loan of Group Development Limited, Malawi from First Merchant Bank Limited, are secured by collateral security by way of mortgage charge on Naming'omba Tea Estate, a unit of a subsidiary of Group Development Limited, Malawi.
- The Term Loan of the Company from Tea Board of India under Special Purpose Tea Fund Scheme (SPTF) is secured by second charge by way of equitable mortgage on Immovable properties situated at the Tea estates and also further secured by second charge by way of hypothecation of Tea crop of the estates .

- 4.3 Maturity pattern for Fixed Deposit (from Public) having rate of interest varying between 11.00% p.a. - 11.25% p.a. are as set out below :-

Maturity Period	in Lakhs		
	2015-16	2016-17	2017-18
	449.30	328.52	607.02

5 Deferred Tax Liabilities (Net)

Particulars	in Lakhs	
	As at 31st March, 2015	
Deferred Tax Liabilities		
- Depreciation and Amortisation	5,264.16	
Less: Deferred Tax Assets		
- Provision for doubtful debts	134.78	
- Items allowed on actual payment basis under Income Tax Act	1,066.18	
- Unabsorbed depreciation / Carry forward business losses #	667.45	
Total	3,395.75	

The recognition of deferred tax asset on unabsorbed depreciation / business losses has been restricted to the extent of deferred tax liability on account of timing difference in respect of depreciation, the reversal of which is virtually certain.

Notes to the Consolidated Financial Statements (Contd.)

6 Other Long Term Liabilities

Job Advance received from Customers	1,023.63
Trade deposit/Security deposit received	1,672.78
Interest Accrued but not due on Fixed Deposits (from Public)	47.12
Total	2,743.53

7 Short Term Borrowings

₹ in Lakhs

Particulars	As at 31st March, 2015
7.1 Secured	
Short Term Loan from Bank	2,500.00
Working Capital Facilities from Banks	
- United Bank of India	2,105.16
- Other Banks	10,481.00
	15,086.16
7.2 Unsecured	
Short Term Loans	
From Banks	6,500.00
From Bodies Corporate	2,670.00
Fixed Deposits (from Public)	1,560.80
	10,730.80
Total	25,816.96

- (i) The working capital facilities from United Bank of India are secured by hypothecation of Tea Crop, Made Tea, Book Debts and all other Current Assets of the Tea Estates and are further secured by way of Equitable Mortgage on immovable properties situated at the Tea Estates.
- (ii) Working Capital Facilities from Banks, (except those availed by Tea Division of the Company from United Bank of India) are secured by hypothecation of Company's (other than Tea Division) entire current assets, both present and future, ranking pari passu inter-se, and guaranteed by a Director and are further secured by way of second charge on the Fixed Assets of the Company (other than Tea Division) ranking pari passu inter-se.
- (iii) Working capital facilities from Bank for ₹ 668.69 Lakhs of Group Development Limited is secured by mortgage charge on Naming'omba Tea Estate, a unit of subsidiary of Group Development Limited.
- (iv) Short Term Demand Loan from a Bank having Base Rate + 0.75% rate of interest i.e. 11.00% is secured by subservient charge on all assets of the Company (other than Tea Division) and guaranteed by a Director and is repayable by May 2015.
- (v) The Working Capital Facilities having interest rate varying between 11.00% p.a. - 12.75% p.a. are repayable on demand.
- (vi) The Unsecured Short Term Loan
- From IndusInd Bank Ltd. ₹ 1,000.00 Lakhs having Base rate + 0.25% rate of interest p.a. and is repayable by May 2015 which is guaranteed by a Director.
 - From HDFC Bank Ltd. ₹ 4,000.00 Lakhs having Base rate + 0.75% rate of interest p.a. and is repayable by May 2015.
 - From Yes Bank Ltd. ₹ 1,500.00 Lakhs bearing interest at Base rate and is repayable by September 2015.
 - From Bodies Corporate having interest varying between 13.00% to 14.50% p.a. are repayable by July 2015.
- (vii) Fixed Deposit (from Public) is having interest rate of 11.00% p.a.



Notes to the Consolidated Financial Statements (Contd.)

8 Trade Payables

in Lakhs

Particulars	As at 31st March, 2015
For Goods	5,261.97
For Services & Others	3,306.83
Acceptances	2,390.97
Total	10,959.77

9 Other Current Liabilities

Current Maturities of Long- Term Borrowings [Refer Note-4]	3,571.72
Interest Accrued but not due on borrowings	178.51
Job advance received from Customers	1,379.79
Advances from Agents and Customers	95.07
Unclaimed Dividends	59.66
Unclaimed matured deposits and interest accrued thereon	3.68
Statutory Liabilities	322.43
Trade deposit/Security deposit received	408.32
Employee's related liabilities	1,331.51
Other payables #	616.29
Total	7,966.98

Includes liability for Electricity voltage surcharge, Capital items etc.

10 Short Term Provisions

Provision for Employee Benefits	
- Provision for Leave	307.71
- Provision for Gratuity	2,386.57
Total	2,694.28



Notes to the Consolidated Financial Statements (Contd.)

11 Fixed Assets

in Lakhs

Sl No.	Particulars	Gross Block			Accumulated Depreciation and Amortisation			Net Block	
		Balance as at 31st March 2014	Additions	Disposals/ Adjustments (See Note-a below)	Balance as at 31st March 2014	For the year Ended 31st March 2015	On disposal/ Adjustments (See Note-e below)	Balance as at 31st March 2015	Balance as at 31st March 2015
A	Tangible Assets								
	Freehold Land	750.84	-	-	-	-	-	-	750.84
	Leasehold Land	16.08	-	-	-	-	-	-	16.08
	Estate & Development	3,242.65	9.18	-	-	-	-	-	3,251.83
	Buildings [Refer Note (b) below]	9,889.23	132.76	0.63	3,131.03	270.75	(476.87)	3,878.65	6,142.71
	Bridges, culverts, bunders, etc	17.14	-	-	4.80	0.87	0.09	5.58	11.56
	Roads	106.60	-	-	26.70	2.34	(67.10)	96.14	10.46
	Plant and Machinery	30,475.82	1,679.46	247.22	17,342.45	1,371.31	457.25	18,256.51	13,651.55
	Furniture and Fittings	524.89	44.47	0.38	292.56	58.37	2.78	348.15	220.83
	Motor Vehicles	1,338.67	101.76	92.94	780.24	139.70	59.09	860.85	486.64
	Office Equipments	275.48	21.73	0.03	130.10	62.27	(25.66)	218.03	79.15
	Computers and data processing units	367.76	6.52	11.53	285.37	33.05	(8.06)	326.48	36.27
	Electrical Installations and Equipments	1,555.97	12.24	-	707.78	151.77	6.56	852.99	715.22
	Live Stock	80.86	-	-	80.86	-	-	80.86	-
Biological Assets	10,024.03	-	-	10,024.03	-	-	-	10,024.03	
Total		58,666.02	2,008.12	352.73	22,781.89	2,090.43	(51.92)	24,924.24	35,397.17
B	Intangible Assets								
	Computer Softwares	308.43	16.26	-	271.49	17.47	-	288.96	35.73
Total		308.43	16.26	-	271.49	17.47	-	288.96	35.73
C	Capital Work In Progress	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	1,123.27
	Grand Total (A+B+C)	58,974.45	2,024.38	352.73	23,053.38	2,107.90	(51.92)	25,213.20	36,556.17

Note : a) Disposals/Adjustments includes ` 17.51 Lakhs relating to Capital Subsidy received during the year.

b) Refer to Note - 42(b) for Office Premises given on Operating Lease (included under Head 'Building' above).

c) Depreciation/amortization during the year includes ` 2.48 Lakhs on account of Foreign Currency Translation.

d) The Gross Block and Accumulated Depreciation as at 31st March, 2014 includes ` 12,458.08 Lakhs and ` 621.56 Lakhs respectively from acquisition of subsidiaries.

e) Accumulated depreciation includes ` 341.68 Lakhs (under column Disposal/Adjustments) on account of transitional provision under Schedule-II of the Companies Act, 2013 as on 1st April, 2014.



Notes to the Consolidated Financial Statements (Contd.)

12 Goodwill on Consolidation

` in Lakhs

Addition on acquisition of subsidiary	6,634.47
Total	6,634.47

13 Non-current Investments

Particulars	Face Value (`)	Nos	As at 31st March, 2015
Long Term Investments			
a) Quoted-Other than Trade (At Cost unless otherwise stated)			
Amarjothi Spinning Mills Ltd.	10	1	*
B & A Ltd.	10	1	*
Banswara Syntex Ltd.	10	1	*
Dhunseri Petrochems & Tea Ltd.	10	1	*
Duncans Industries Ltd.	10	1	*
Era Infra Engineering Ltd.	2	1	*
Ginni Filaments Ltd.	10	1	*
Goodricke Group Ltd.	10	1	*
GTN Industries Ltd.	10	1	*
Harrisons Malayalam Ltd.	10	1	*
James Warren Tea Ltd.	10	1	*
Jay Shree Tea & Industries Ltd.	5	1	*
K.P.R. Mill Ltd.	10	1	*
Kilburn Engineering Ltd.	10	1	*
Kiran Vypar Limited	10	1	*
L.G.Balakrishnan & Bros. Ltd.	10	2	*
Lambodhara Textiles Ltd.	10	1	*
Lanco Infratech Ltd.	1	1	*
Maharaja Shree Umaid Mills Ltd.	10	1	*
Maral Overseas Ltd.	10	1	*
McLeod Russel India Ltd.	5	1	*
McNally Bharat Engineering Co. Ltd.	10	1	*
Mukund Engineers Ltd.	10	1	*
Nahar Industrial Enterprises Ltd.	10	1	*
Nahar Spinning Mills Ltd.	5	1	*
NCC Ltd.	2	1	*
Nitin Spinners Ltd.	10	1	*
Patspin India Ltd.	10	1	*
Petron Engineering Construction Ltd.	10	1	*
Punj Lloyd Ltd.	2	1	*
Rajapalayam Mills Ltd.	10	1	*
Rajvir Industries Ltd.	10	1	*
Rosel India Limited	2	1	*
RSWM Ltd.	10	1	*
Sambandam Spinning Mills Ltd.	10	1	*
Sangam (India) Ltd.	10	1	*
Shree Rajasthan Syntex Ltd.	10	1	*
Shriram EPC Ltd.	10	1	*
Simplex Projects Ltd.	10	1	*
Stewarts & Llyods of India Ltd.	10	1	*
Suryajyoti Spinning Mills Ltd.	10	1	*
Suryalata Spinning Mills Ltd.	10	1	*
Suryavanshi Spinning Mills Ltd.	10	1	*
Sutlej Textiles & Industries Ltd.	10	1	*
UB Engineering Ltd.	10	1	*
Vardhman Polytex Ltd.	10	1	*
Vardhman Textiles Ltd.	10	1	*
Warren Tea Ltd.	10	1	*
Welspun Projects Ltd.	10	1	*
Winsome Textile Industries Ltd.	10	1	*
Winsome Yarns Ltd.	10	1	*
Sub total			0.04

* Amount is below the rounding off norm adopted by the group.

Notes to the Consolidated Financial Statements (Contd.)

13 Non-Current Investments (Contd.)

` in Lakhs

Particulars	Face Value (`)	Nos	As at 31st March, 2015
b) Unquoted - Other Than Trade (At Cost unless otherwise Stated)			
(i) Investment in Fully paid Equity Shares of Others			
ABC Tea Workers Welfare Services Ltd.	10	7,502	0.75
Kothari Hi Tech Consultants Pvt. Ltd.	10	95,000	9.50
Satyam Financial Services Ltd.	10	59,669	7.18
Bharat Fritz Werner Ltd.	2	26,81,811	2,694.90
Woodlands Multispeciality Hospital Ltd.	10	8,655	0.87
			2,713.20
Less: Provision of Diminution in value of Investments			5.00
Sub total			2,708.20
(ii) Investment in Fully paid Debentures 5% 10 years Redeemable Debenture in Shillong Club Ltd.	100	13	0.01
Sub total			0.01
Total			2,708.25
Aggregate book value of Quoted Investments			0.04
Aggregate market value of Quoted Investments			0.04
Aggregate book value of Unquoted Investments			2,713.21
Aggregate provision for diminution in value of Investments			5.00

14 Long Term Loans and Advances

(Unsecured and Considered good)		
Capital Advances		147.00
Security Deposits Paid		7,795.51
Total		7,942.51

15 Other Non-Current Assets

Deposits with Banks (Refer Note - 19)		1,629.68
Total		1,629.68



Notes to the Consolidated Financial Statements (Contd.)

16 Current Investments (valued at lower of cost or fair market value, unless otherwise stated) ₹ in Lakhs

Particulars	Face Value (₹)	Nos	As at 31st March, 2015
Unquoted - Other than Trade			
(a) Investments in Government and Trust Securities			
6 Years National Saving Certificates (Deposited with Commercial Tax Officer)			0.07
Sub Total			0.07
(b) Investments in Mutual funds			
SBI PSU Fund - Regular Plan-Growth	10	250000	25.00
SBI Premier Liquid Fund - Institutional-Growth	100	4	0.07
Goldman Sachs Mutual Fund Gold Benchmark	100	3100	78.79
			103.86
Less : Provision for Diminution in Value of Investments			4.86
Sub Total			99.00
Total			99.07
Agregate Book value of Unquoted Investments			103.86
Agregate provision for diminution in value of investments			4.86



Notes to the Consolidated Financial Statements (Contd.)

17 Inventories

(Refer Note - 1.11 for mode of Valuation)

` in Lakhs

Particulars	As at 31st March, 2015
Raw Materials	3,485.97
Stock-in-Process	1,149.28
Finished Goods (Other than Trading Goods)	7,088.52
Stock-in-trade (Goods purchased for Trading)	721.05
Contract-in-Progress	1,088.66
Stores and Spare Parts	2,499.85
Waste	15.62
Scrap	7.04
Total	16,055.99
<i>Included in above are</i>	
Goods in Transit	
Raw Materials	547.41
Stock-in-trade (Goods purchased for Trading)	4.26
Total	551.67

Broad Category of Inventories

Finished Goods	
Tea & Macademia Nuts	2,441.86
Lead Oxide and Metallic Stearates	208.56
Cotton and Man-Made Fibre Yarn	4,438.10
Total	7,088.52
Stock-in-Process	
Lead Oxide and Metallic Stearates	86.92
Cotton and Man-Made Fibre Yarn	1,057.32
Others	5.04
Total	1,149.28
Stock-in-Trade	
Paints & Allied Products	77.56
Boughtout Goods for Construction Jobs	643.49
Total	721.05



Notes to the Consolidated Financial Statements (Contd.)

18 Trade Receivables

₹ in Lakhs

Particulars	As at 31st March, 2015
(Unsecured considered good, unless otherwise stated)	
(a) Outstanding for a period exceeding six months from the date they become due for payment	
Considered Good	3,162.34
Considered Doubtful	317.52
Less: Provision for Doubtful Trade Receivables	317.52
Sub total	3,162.34
(b) Other Trade Receivables	
Considered Good	10,089.56
Considered Doubtful	2.70
Less: Provision for Doubtful Trade Receivables	2.70
Sub total	10,089.56
Total	13,251.90

19 Cash and Bank Balances

(a) Cash and Cash Equivalents	
Balances with Banks	243.68
Cheques, Drafts in hand and in Transit	31.83
Cash in hand	18.43
Sub total	293.94
(b) Other Bank Balances	
Unclaimed Dividend Accounts	59.66
Margin Money with Banks	118.53
Deposits with Banks (Original maturity with more than 12 months) # # includes 1,611.74 Lakhs under lien with bank (Refer note 31.2 (iii))	1,629.68
Sub total	1,807.87
Total	2,101.81
Less : Deposits with Banks disclosed under 'Other Non-Current Assets' (Refer Note - 15)	1,629.68
Total	472.13



Notes to the Consolidated Financial Statements (Contd.)

20 Short Term Loans and Advances

` in Lakhs

Particulars	As at 31st March, 2015
(Unsecured and Considered Good)	
Security Deposits	2,161.88
Advance for Raw Materials and Stores	732.98
Balances with Statutory/Government Authorities	1,886.74
Advance Payment of Income Tax (Net of Provision)	974.20
Deposit with NABARD	569.70
Other Advances Recoverable in Cash or in Kind #	1,762.32
Sub Total	8,087.82
(Unsecured and Considered Doubtful)	
Balances with Statutory/Government Authorities	12.91
Other Advances Recoverable in Cash or in Kind #	64.16
Sub Total	77.07
Less: Provision for Doubtful Loans & Advances	77.07
Sub Total	-
Total	8,087.82
# includes Prepaid Expenses, Contractor advances, etc.	

21 Other Current Assets

(Unsecured and Considered Good)	
Interest Receivable on Loans and Deposits	131.73
Subsidy/Incentive Receivables	596.28
Export Incentive Receivables	278.23
Other Receivables	4,079.64
Total	5,085.88



Notes to the Consolidated Financial Statements (Contd.)

22 Revenue From Operations (Gross)

₹ in Lakhs

Particulars	For the year ended 31st March, 2015
Sale of Products	
Cotton and Man - Made Fibre Yarn	36,563.67
Tea & Macademia Nuts	19,404.36
Fabrics	1,663.86
Lead Oxide and Mettalic Stearates	6,436.90
Paints & Allied Products	951.22
Sub Total	65,020.01
Income from Constructions Contracts	20,895.42
Income from Services	292.59
Other Operating Revenue	
Subsidies	68.56
Export Incentives	522.24
Claims	44.32
Commission and Allowances	1.64
Sale of Waste	742.39
Rental Income	711.99
Sale of Scrap	47.77
Sub Total	2,138.91
Total	88,346.93

Notes to the Consolidated Financial Statements (Contd.)

23 Other Income

in Lakhs

Particulars	For the year ended 31st March, 2015
Interest Income	
- Interest on Bank and Other Deposits	166.75
- Interest Received on Income Tax Refund	105.65
Dividend Income	
- Long Term Investments	10.73
- Current Investments	13.44
Insurance Claim Received	0.14
Sale of scrap and used materials of stores	3.66
Profit on Sale of Investments (Net)	
- Long Term Investments	16.18
- Current Investments	0.23
Provision for Doubtful Trade Receivables and Advances written back	47.49
Liabilities no longer required, written back	76.59
Provision for Diminution in Value of Investment written back	0.76
Other Non Operating Income	342.37
Total	783.99

24 Cost of Raw Materials Consumed

Opening Stock	4,176.60
Add : Purchases	34,167.70
Less : Closing Stock	3,485.97
Total	34,858.33
Broad Category of Raw Materials Consumed	
i) Green Leaf (Purchased)	2,705.57
ii) Cotton and Man-Made Fibre Yarn	26,246.95
iii) Mild Steel	1,348.34
iv) Lead	4,557.47
Total	34,858.33



Notes to the Consolidated Financial Statements (Contd.)

25 Purchases of Stock-in-Trade

in Lakhs

Particulars	For the year ended 31st March, 2015
Tea	3,165.89
Paints & Allied Products	676.57
Boughtout Goods for Construction job	5,541.60
Total	9,384.06

26 Changes in Inventories of Finished Goods, Stock-in-Process and Stock-in-Trade

Particulars	For the year ended 31st March, 2015	
(a) Finished Goods (Manufactured)		
Opening Inventories	5,999.64	
Closing Inventories	7,088.52	(1,088.88)
(b) Stock-in-Process		
Opening Inventories	1,458.94	
Closing Inventories	1,149.28	309.66
(c) Stock-in-Trade		
Opening Inventories	1,338.80	
Closing Inventories	721.05	617.75
(d) Stock of Scrap		
Opening Inventories	2.89	
Closing Inventories	7.04	(4.15)
(e) Waste		
Opening Inventories	20.29	
Closing Inventories	15.62	4.67
		(160.95)
(f) Fluctuation in Exchange Rate Carried to Foreign Currency Translation Reserve		44.63
Total		(116.32)

Notes to the Consolidated Financial Statements (Contd.)

27 Employee Benefits Expense

₹ in Lakhs

Particulars	For the year ended 31st March, 2015
a) Salaries and Wages	10,200.68
b) Contribution to Provident and Other Funds	
- Contribution to Gratuity Fund	429.85
- Contribution to Provident Fund	745.59
- Contribution to Employee State Insurance Fund	133.41
c) Staff Welfare Expenses	1,098.90
Total	12,608.43

27.1 Information in accordance with the requirements of the Accounting Standard - 15 on 'Employee Benefits':-

a. Provident Fund

The Group makes a contribution for Provident Fund towards defined contribution plans for eligible employees. In respect of certain employees, Provident Fund contribution is made to Trust Funds administered by the Company towards defined benefit plans. The Group shall make good for deficiency, if any, in the interest rate declared by the trust vis-à-vis statutory rate.

Based on the Guidance Note on measurement of Provident Fund liabilities from The Actuarial Society the actuary has provided the valuation of interest guaranteed on Provident Fund. There are no shortfall of interest as at 31st March, 2015.

During the year Group has contributed ₹ 745.59 Lakhs towards provident fund.

b. Employee State Insurance Scheme

The Group makes contribution for Employee State Insurance (ESI) Scheme towards defined contribution plan. During the year Group has contributed ₹ 133.41 Lakhs.

c. Gratuity

The Employee's Gratuity Fund Scheme, a defined benefit plan, is administered by Life Insurance Corporation of India (LIC) and SBI Life Insurance Company Ltd. (SBI Life). LIC or SBI Life make payments to vested employees or their nominees upon retirement, death, incapacitation or cessation of employment of an amount based on the respective employee's salary and tenure of employment subject to a maximum limit as prescribed. Vesting occurs upon completion of five years of service. The present value of obligation is determined based on the actuarial valuation using the Projected Unit Credit Method at each balance sheet date.



Notes to the Consolidated Financial Statements (Contd.)

27.2 The following table sets forth the particular in respect of the Defined Benefit Plans of the Group for the year ended 31st March, 2015. in Lakhs

Description	Gratuity (Funded) 2014-15
A	
Reconciliation of Opening and Closing Balances of the Present Value of the Defined Benefit Obligation	
Present value of Obligation as on 1st April	2,475.30
Current Service Cost	139.81
Interest Cost	179.02
Actuarial (Gain) / Losses	138.67
Benefits Paid	(475.10)
Present Value of Obligation as on 31st March	2,457.70
B	
Reconciliation of the Opening and Closing Balances of the Fair Value of Plan Assets	
Fair Value of Plan Assets as on 1st April	519.18
Expected Return on Plan Assets	46.73
Actuarial Gain / (Losses)	(20.08)
Contribution	0.40
Benefits Paid	(475.10)
Fair Value of Plan Assets as on 31st March	71.13
C	
Reconciliation of the Present Value of the Defined Benefit Obligation and Fair Value of Plan Assets	
Present Value of Obligation as on 31st March	2,457.70
Fair Value of Plan Assets as on 31st March	71.13
(Assets) / Liabilities recognised in the Balance Sheet	2,386.57
D	
Expenses recognised in the Statement of Profit and Loss	
Current Service Cost	138.81
Interest Cost	179.02
Expected return on Plan Assets	(46.73)
Actuarial (Gain) / Losses	158.75
Total Expense recognised	429.85
E	
Category of Plan Assets	
Fund with LIC	26.22
Fund with SBI Life	44.91
Total	71.13
F	
Actual return on Plan Assets	26.65
G	
Principal Actuarial Assumptions	
Discount Rate	8.00%
Salary Escalation	3.00%
Expected return on Assets	9.00%
Mortality Rates	I ALM 2006-08 ULTIMATE

Notes to the Consolidated Financial Statements (Contd.)

27.3 Net Assets / (Liability) recognised in Balance Sheet (including experience adjustment impact)

₹ in Lakhs

Description	Gratuity (Funded) 2014-15
Present Value of Obligation at the end of the year	2,457.70
Fair Value of Plan Assets at the end of the year	71.13
(Assets) / Liabilities recognised in the Balance Sheet	2,386.57
Experience adjustment on Plan Liabilities	138.67
Experience adjustment on Plan Assets	20.08

Notes :-

- 1) The detail of experience adjustment arising on plan assets and liabilities as required by paragraph 120(n)(ii) of Accounting Standard-15 on 'Employee Benefits' is given to the extent of information provided in the Actuarial Valuation Report.
- 2) The estimate of future salary increases, considered in actuarial valuations takes account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.
- 3) The expected rate of return on plan assets is based on actuarial assumption.
- 4) The group expect to contribute a sum of ₹ 677 Lakhs during 2015-16 towards Gratuity Fund.
- 5) The above information is actuarially determined.

28 Finance Costs

₹ in Lakhs

Particulars	For the year ended 31st March, 2015
Interest Expenses (net of incentive income)	3,964.24
Other Borrowing Costs	243.56
Total	4,207.80



Notes to the Consolidated Financial Statements (Contd.)

29 Other Expenses

in Lakhs

Particulars	For the year ended 31st March, 2015
Consumption of Stores and Spare Parts	3,602.09
Power and Fuel	6,559.61
Repairs to Buildings	274.15
Repairs to Machinery	1,174.19
Other Repairs	215.16
Jobs on Contract	6,474.02
Jobs Outsourcing	825.97
Machinery Hire Charges	417.53
Cess on Green Leaf and Made Tea	124.81
Excise Duty on Closing Stock of Finished Goods (Net)	15.51
Freight, Shipping, Delivery and Selling Expenses	1,820.71
Selling Agents' Commission	431.74
Brokerage and Discount on Sale	635.40
Auditors' Remuneration	
Statutory Auditor	
- Audit Fees	16.00
- Other Services	10.70
- Reimbursement of Expenses	0.51
Branch Auditors	
- Audit Fees	23.10
- Tax Audit Fees	1.50
- Other Services	1.45
- Reimbursement of Expenses	0.67
Rent	125.75
Rates and Taxes, excluding taxes on income	262.03
Insurance	267.34
Bad Debts and Advances Written off	170.47
Provision for Doubtful Debts and Advances	10.56
Directors Fees & Commission	9.79
Consultation and Advisory Charges	291.45
Foreign Exchange Loss / (Gain)	183.52
Loss on Sale of Fixed Assets (Net)	4.99
Travelling and Conveyance Expenses	961.49
Other Miscellaneous Expenses	1,574.59
Total	26,486.80

30 Current Tax

Income Tax	35.20
Agricultural Income Tax	110.00
Total	145.20



Notes to the Consolidated Financial Statements (Contd.)

` in Lakhs

31. Contingent Liabilities and Commitments

Particulars		As at 31st March, 2015
31.1	Contingent Liabilities	
	Claims against the Group not acknowledged as debts	
	i) Sales Tax	983.35
	ii) Cess on Jute Bags/Jute Twine	7.32
	iii) Cess and Excise on Captive Consumption	11.33
	iv) Excise Duty	70.30
	v) Service Tax	425.90
	vi) Income Tax	106.02
	vii) Voltage Surcharge on Electricity consumed	159.32
	viii) Others	155.66
	Note: In respect of above, future cash flows are determinable only on receipt of judgements pending at various forums/authorities which in the opinion of the Company is not tenable and there is no possibility of any reimbursement in case of above.	
31.2	Commitments	
	i) Estimated amount of contracts remaining to be executed on Capital Account and not provided for [Net of advance ` 147.00 Lakhs].	346.16
	ii) Arrear Dividend on Redeemable Cumulative Preference Shares : The Board has not declared any dividend on Redeemable Cumulative Preference Shares. Dividend in arrears on cumulative preference shares can be paid in a later year where there are profits to justify such payment.	16.00
	iii) Deposits with Bank committed to continue till the tenure of Stand by letter of credit	1,611.74



Notes to the Consolidated Financial Statements (Contd.)

` in Lakhs

32. Information in accordance with the requirements of the Accounting Standard-17 on 'Segment Reporting' :

(a) The Group has identified Six primary business segments viz :

- i) Textile - Manufacture and sale of yarn and fabric made out of Cotton and Man-Made Fibre viz., Acrylic, Polyester, Viscose Staple and Blends thereof.
- ii) Engineering (MICCO) - Manufacture and sale of Steel Structural, Pipes and equipments and Designing, Supplying, erection and Commissioning of projects on turnkey basis.
- iii) Tea - Manufacture and sale of tea & Macademia Nuts
- iv) Chemical (Waldies) - Manufacture and sale of lead oxide, white lead, lead salts and metallic stearates
- v) Trading - Purchase and sale of paints and allied products
- vi) Property - Letting out property on rent

Segments have been identified and reported taking into account nature of products and services, the different risks and returns and the internal business reporting systems. The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with the following additional policies for segment reporting :-

- i) Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".
- ii) Segment assets and segment liabilities represent assets and liabilities in respective segments. Investments, tax related asset and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

Primary Segment Information (Business Segment):

` in Lakhs

Particulars	Textile	Engineering (MICCO)	Tea	Chemical (Waldies)	Trading	Property	Unallocable	Total
Gross Segment Revenue								
External Turnover	39,311.21	20,917.83	19,729.77	6,442.37	1,233.77	711.98	-	88,346.93
Inter Segment Revenue	-	-	-	-	-	101.72	-	101.72
Total Turnover	39,311.21	20,917.83	19,729.77	6,442.37	1,233.77	813.70	-	88,448.65
Less : Excise Duty	-	106.42	-	712.65	-	-	-	819.07
Segment Revenue (Net of Excise Duty)	39,311.21	20,811.41	19,729.77	5,729.72	1,233.77	813.70	-	87,629.58
Less : Inter-Segment Elimination						101.72		101.72
Revenue from Operations (Net)								87,527.86
Segment Result	107.89	1,616.78	552.88	275.27	(2.47)	585.55		3,135.90
Less: Unallocable Expenditure net of Unallocable Income							150.77	150.77
Finance Costs							4,207.80	4,207.80
Profit / (Loss) before Tax								(1222.67)
Depreciation and Amortisation	938.81	460.16	622.13	3.39	4.13	3.30	73.50	2,105.42
Non Cash Expenses other than Depreciation and Amortisation	-	169.83	-	0.64	5.16	5.41	-	181.04
Capital Expenditure	1,351.15	31.99	1,093.23	13.69	0.37	0.33	61.69	2,552.45
Segment Assets	29,872.72	27,362.11	26,445.56	1,353.56	568.63	82.73	12,838.56	98,523.87
Segment Liabilities	6,482.11	8,568.89	7429.28	407.63	213.22	487.92	45,981.91	69,570.96

b) Secondary Segment Information (Geographical Segment):

The group operates predominantly within geographical limits of India and therefore the Secondary Segment has been demarcated into 'Within India' and 'Outside India' operations as under:

` in Lakhs

	Within India	Outside India	Total
Segment Revenue	76,550.69	10,977.17	87,527.86
Segment Assets	69,102.50	16,582.81	85,685.31
Capital Expenditure	2,359.33	131.43	2,490.76

Figures in brackets represent particulars for Previous Year



Notes to the Consolidated Financial Statements (Contd.)

33. a) During the year, the Company has set up a wholly owned subsidiary at Mauritius in the name of Gillanders Holdings (Mauritius) Limited (GHML) to explore various acquisition opportunities.
- b) The Company has acquired through GHML, 100% stake in Group Developments Limited, Malawi along with its three subsidiaries engaged in the business of growing, production and sale of tea, macadamia nuts and other crops.
34. a) Enterprises consolidated as subsidiary in accordance with Accounting Standard 21 on Consolidated Financial Statements (CFS)

Name of the Enterprise	Country of Incorporation	Percentage of ownership interest as at 31st March, 2015	Percentage of voting power as at 31st March, 2015
Subsidiaries (Held directly) Gillanders Holdings (Mauritius) Limited (GHML)	Mauritius	100.00	100.00
Subsidiaries (Held indirectly)			
Group Developments Ltd. (WOS of GHML) (GDL)	Malawi	100.00	100.00
Naming'omba Tea Estates Limited (WOS of GDL)	Malawi	100.00	100.00
Mafisi Tea Estates Limited (WOS of GDL)	Malawi	100.00	100.00
Group Holdings Ltd. (WOS of GDL)	Malawi	100.00	100.00

- b) The financial statements of GHML and GDL and its subsidiaries are audited in their respective countries as per their respective laws. GHML is incorporated on 28th May, 2014, so the financial statements are prepared for the period from 28th May, 2014 to 31st March, 2015. GDL along with its subsidiaries has become 100% subsidiary of GHML, which is 100% subsidiary of the company from 25th September, 2014.

For the purpose of its consolidation of GHML and GDL (with its subsidiaries) with the company, the date of incorporation / acquisition has been considered.

- c) The contribution of the subsidiaries acquired during the year is as under : ` in Lakhs

Name of the subsidiary	Revenue (post acquisition)	Net profit / (Loss) (post acquisition)	Net assets
Gillanders Holding Limited (Mauritius)	0.01	(295.08)	(1001.86)
Group Developments Limited (Malawi)	810.21	(270.44)	8608.34

35. For the purpose of consolidation, the CFS of GHML reflecting consolidation of GDL as at 31st March, 2015 which have been prepared in accordance with International Financial Reporting standards have been restated, where considered material, to comply with Generally Accepted Accounting Principles in India and other recognized accounting practices and policies followed by the Company except as disclosed below:

- a) In view of different sets of environment in which foreign subsidiaries operate in their respective countries, provision for depreciation is made to comply with local laws and by use of management estimate. It is not practical to align rates of depreciation of such subsidiaries with those of the Group. The gross value of depreciable tangible assets in Note 11 includes ` 12,458.08 Lakhs.
- b) Biological assets related to foreign subsidiaries are measured at fair value against the company's policy of valuation at historical cost. The increase in fair value (net of deferred tax) of the biological assets are carried in Biological Asset Revaluation Reserve under Note No. 3. The gross value of tangible assets under Note No. 11 includes ` 10,024.03 Lakhs.
- c) Items of property and equipment of a subsidiary are measured at revaluation model except for land and building which was revalued on 28th February, 1978, as against the company's policy for measurement at cost less accumulated depreciation and any accumulated impairment losses. Property Revaluation Reserve under Note No. 3 represents increase in the value of property arising from revaluation from time to time. The gross value of tangible assets included in Note No. 11 is ` 1,701.36 Lakhs.

The above accounting policies of subsidiaries is in accordance with IFRS principles and as permitted by Accounting Standard-21 "Consolidated Financial Statements". It is not practical to align above policies of subsidiaries with those of the Group.



Notes to the Consolidated Financial Statements (Contd.)

36. Additional Information, as required under Schedule-III to the Companies Act, 2013, of enterprises consolidated as Subsidiary: Amount ` in Lakhs

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount
Parent Gillanders Arbuthnot and Co. Ltd.	73.73	21,346.43	36.29	(322.15)
Subsidiaries <i>Foreign</i>				
1) Gillanders Holdings (Mauritius) Limited (Mauritius)	-3.46	(1,001.86)	33.24	(295.08)
2) Group Developments Limited (Malawi)	29.73	8,608.34	30.47	(270.44)

37. A Corporate Social Responsibility (CSR) committee has been formed by the group as per provisions of Section 135 of the Companies Act, 2013. The details of expenditure being incurred during the year on CSR activities are detailed below –

- Gross amount of ` 12.21 lakhs required to be spent by the group during the year.
- Total revenue expenditure incurred during the year on Medical, Health & Education purposes as part of CSR activities amounting to ` 12.26 Lakhs.

38. Related Party Disclosure

38.1 List of related parties and relationships:

Sl. No.	Name of the related party	Relationship
1	Mr. D.K.Sharda (DKS)	Key Management Personnel
2	Mr. Sachidananda Payandee Govinda (SPG)	
3	Mr. Vimla Ramsamy (VR)	
4	M D Kothari and Company Limited (MDKCL)	Company's over which KMP/Directors & their relatives are able to exercise significant influence
5	Bhaktwatsal Investments Limited (BIL)	
6	Bharat Fritz Warner Ltd. (BFW)	
7	Kothari and Co Pvt. Limited (KCPL)	
8	Kothari Investments & Industries Pvt. Limited (KI IPL)	
9	Commercial House Pvt. Limited (CHPL)	
10	Vishnuhari Investments and Properties Limited (VIPL)	
11	Kothari Medical Centre (KMC)	
12	Kothari Phytochemicals Industries Limited (KPIL)	
13	Albert David Limited (ADL)	

38.2 Transactions during the year with related parties:

` in Lakhs

Nature of Transaction	2014-15									
	MDKCL	BFW	KCPL	KI IPL	KMC	VIPL	KPIL	CHPL	ADL	TOTAL
Rent Paid	-	-	2.40	9.00	-	-	-	-	-	11.40
Rent Receipt	-	2.30	0.44	-	0.44	-	0.75	-	-	3.93
Guarantee Commission Paid	4.30	-	-	-	-	-	-	1.24	-	5.54
Unsecured Loans Taken	45.00	-	140.00	-	-	40.00	-	125.00	300.00	650.00
Unsecured Loans Repaid	45.00	-	140.00	-	-	40.00	-	125.00	300.00	650.00
Interest on Loans Taken	2.55	-	7.02	-	-	2.28	-	7.42	1.66	20.93

Notes to the Consolidated Financial Statements (Contd.)

38.3 Transactions with the Key Management Personnel

₹ in Lakhs

Nature of Transaction	Key Management Personnel of the		
	2014-15		
	DKS	SPG	VR
Remuneration Paid	38.33	-	-
Remuneration / Sitting Fees Paid	-	0.77	0.77

39. Revenue expenditure on Research and Development of ₹ 11.40 Lakhs represents subscription to Tea Research Association

40. The Company has charged depreciation based on the revised remaining useful life of the assets as per requirement of Schedule II of the Companies Act, 2013 or reassessed by the Company based on technical evaluation, effective from April 1, 2014. Due to above, depreciation charge for the year ended 31st March, 2015 is lower by ₹ 695.83 lakhs. Further, based on transitional provision provided in note 7(b) of Schedule II, an amount of ₹ 230.88 lakhs (net of deferred tax) has been adjusted with retained earnings.

41. Information in accordance with the requirements of the Accounting Standard 7 on 'Construction Contracts':-

		2014-15
a)	Contract revenue recognised for the year	20,917.83
b)	Aggregate amount of contracts costs incurred and recognised Profits (Less recognised losses) up to the year end for all the Contracts-in-Progress.	118,558.57
c)	The amount of customer advances outstanding for Contracts-in-Progress as at year end.	2,403.42
d)	The amount of retention money due from customers for Contracts-in-Progress as at year end.	9,573.44
e)	Gross amount due from customers for Contracts-in-Progress as at year end [included in work-in-progress ₹ 1,088.66 Lakhs, Trade Receivables ₹ 7,153.36 Lakhs]	8,242.02
f)	Gross amount due to customer for contract work in Progress as at year end	-

42. Operating Lease Commitments

- The Group has taken various Plant and Machinery for its Engineering (MICCO) Division under cancellable operating lease. Lease range for the period between 3 to 8 months. During the year the Company has charged related lease rental of ₹ 417.53 Lakhs in the Statement of Profit and Loss under the head Machinery Hire Charges.
- The Group has given office premises under cancellable operating leases. These leasing arrangements range between 3 years and 15 years generally or longer and are usually renewable by mutual consent on mutually agreeable terms. Initial Direct costs for such leases are borne by the Company and charged off to revenue. Lease rentals are recognised as income for ₹ 524.10 Lakhs during the year. The gross value and accumulated depreciation of such asset as at 31st March, 2015 was ₹ 23.59 Lakhs and ₹ 22.41 Lakhs respectively.
- The Group has certain operating leases for premises (residential, offices and godowns) which are not non-cancellable range between 3 months to 5 years generally and are usually renewable by mutual consent on mutually agreeable terms. The aggregate lease rentals payable are charged in the Statement of Profit and Loss under the head Rent (Refer Note - 29).



Notes to the Consolidated Financial Statements (Contd.)

43. Details of Dues to Micro, Small and Medium Enterprises as defined under The MSMED Act, 2006: The Group has no overdue amounts due to suppliers under the Micro, Small, & Medium Enterprises Development Act, 2006 (MSMED) as at 31.03.2015. The disclosure as required under the said act is as under :

₹ in lakhs

Particulars	As at 31st March, 2015
Principal Amount remaining unpaid to any suppliers under MSMED Act	18.71
Interest due thereon remaining unpaid to any suppliers on above	NIL
Any Payment made to suppliers beyond appointed date (under Section 16 of the Act)	NIL
Interest due and payable to suppliers under MSMED Act	NIL
Interest Accrued & remaining unpaid	NIL
Interest remaining due & payable as per section 23 of the Act	NIL

The group has compiled this information based on intimation received from the suppliers of their status as Micro or Small Enterprises and/or its registration with the appropriate authority under the Micro, Small and Medium Enterprises Development Act, 2006.

44. Basic and Diluted Earnings per Share

	2014-15
(i) Profit/(Loss) after tax available for Ordinary Shareholders (₹ in Lakhs) *	(903.67)
(ii) Weighted average of Ordinary Shares of ₹ 10/- each outstanding during the year (Numbers)	2,13,42,346
(iii) Basic and Diluted Earnings per Share [(i) / (ii)] (in ₹)	(4.23)

* After deducting Arrear Dividend on Preference Shares of ₹ 16.00 Lakhs (the Board has not recommended any dividend on Redeemable Preference shares for the year 2014-15) and Dividend Distribution Tax there upon of ₹ Nil Lakhs.

45. Information relevant for the group has only been disclosed.
46. This being the first year of consolidation and these are the first consolidated financial statements of the Group, no comparative figures are furnished.

As per our report of even date.

For Singhi & Co.
Chartered Accountants
Firm Registration Number - 302049E

D. K. Sharda
Managing Director & CEO

A. K. Kothari
Chairman

Anurag Singhi
Partner
Membership No. 066274
Kolkata, 29th May, 2015

D. Karmakar
Company Secretary

P. K. Jain
Chief Financial Officer

For and on behalf of the Board



Form AOC-1

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

Part "A" : Subsidiaries

(Information in respect of each subsidiary to be presented with amount in ` Lakh)

1.	Sl. No.	1	2
2.	Name of the subsidiary	Gillanders Holdings (Mauritius) Ltd.	Group Developments Ltd.*
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	28th May 2014 to 31st March 2015	25th September, 2014 to 31st March, 2015
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign \subsidiaries	USD Exchange Rate - 62.505	Malawian Kwacha Exchange Rate - 0.144
5.	Share capital	6.25	1.85
6.	Reserves & surplus	(66.45)	3348.73
7.	Total assets	7,891.46	13141.08
8.	Total liabilities	7,951.66	9790.50
9.	Investments	2,313.92	-
10.	Turnover	-	796.71
11.	Profit before taxation	(31.17)	(505.84)
12.	Provision for taxation	35.28	26.21
13.	Profit after taxation	(66.45)	(532.05)
14.	Proposed Dividend	-	-
15.	% of shareholding	100%	100%

Notes: 1. There are no subsidiaries which are yet to commence operation

2. There are no subsidiaries which have been liquidated or sold during the year 2014-15

* Include its three wholly-owned subsidiaries, viz. Naming'omba Tea Estates Ltd., Mafisi Tea Estates Ltd. and Group Holdings Ltd., all located at Malawi.

Part "B" : Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associate	-
Latest audited Balance Sheet date	-
Shares of Associate held by the company on the year end	
No.	-
Amount of Investment in Associates	-
Extend of Holding %	-
Description of how there is significant influence	
Reason why the associate is not consolidated	-
Networth attributable to Shareholding as per latest audited Balance Sheet	-
Profit/Loss for the year	-
i. Considered in Consolidation	-
ii. Not Considered in Consolidation	-

Notes: 1. There are no subsidiaries which are yet to commence operation

2. There are no subsidiaries which have been liquidated or sold during the year 2014-15

For and on behalf of the Board

Kolkata, 29th May, 2015

A. K. Kothari
Chairman

D. K. Sharda
Managing Director & CEO

D. Karmakar
Company Secretary

P. K. Jain
Chief Financial Officer



GILLANDERS ARBUTHNOT AND COMPANY LIMITED
CIN: L51909WB1935PLC008194

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